

ANNUAL REPORT  
2025



PROVENTIA

PROVENTIA

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STRATEGIC REVIEW 1

THIS IS PROVENTIA

# CLEANER POWER

Proventia is an international technology company that develops and manufactures advanced solutions to reduce emissions and improve the energy efficiency of off-highway machinery.

We provide innovative emission control systems, high-performance thermal insulation, and electric powertrain and battery solutions. Our customers include leading global engine and off-highway machine manufacturers.

Our competitive advantage is built on over 30 years of experience, patented technologies, and strong product development and integration expertise. Our emission control solutions represent the forefront of the industry, enabling low-emission and fuel-efficient machinery. Our thermal insulation improves energy-efficiency and supports compact machine design. Our modular electric powertrain and battery systems provide a flexible and scalable foundation for the electrification of off-highway machinery.

Sustainability is an integral part of our products and the way we operate. We consider people, the environment, and future generations in our decision-making. Our work is guided by a clear vision of a zero-emission future.

## OUR BUSINESS

At the core of Proventia's business is reducing emissions and improving energy efficiency, regardless of the technology used to generate power. Our offering consists of three complementary product groups, each of which strengthens our customers' competitive advantage.

### Our Product Groups



PROVENTIA, OULU

Headquarters  
Technology Center

PROVENTIA, TAMPERE

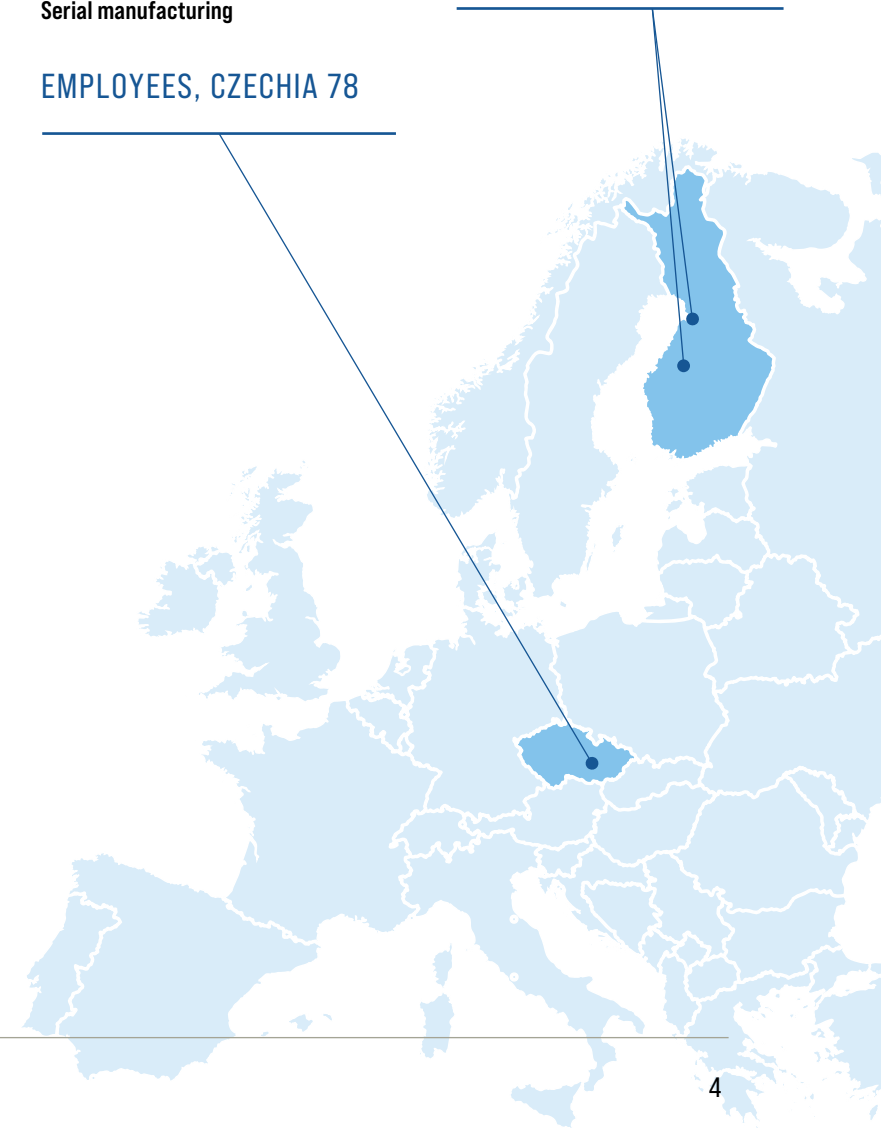
Research & Development

PROVENTIA CZECH, BRNO

Serial manufacturing

EMPLOYEES, CZECHIA 78

EMPLOYEES, FINLAND 109



# KEY FIGURES

NET SALES

47.4M€

CHANGE IN NET SALES

13.1%

OPERATING PROFIT

5.7M€

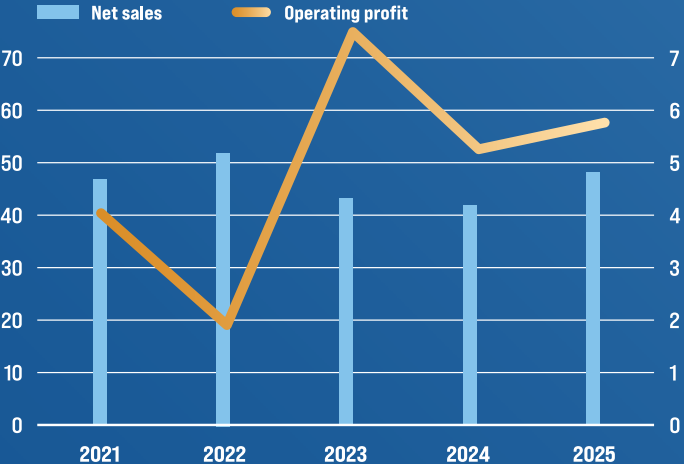
OPERATING PROFIT, %

12%

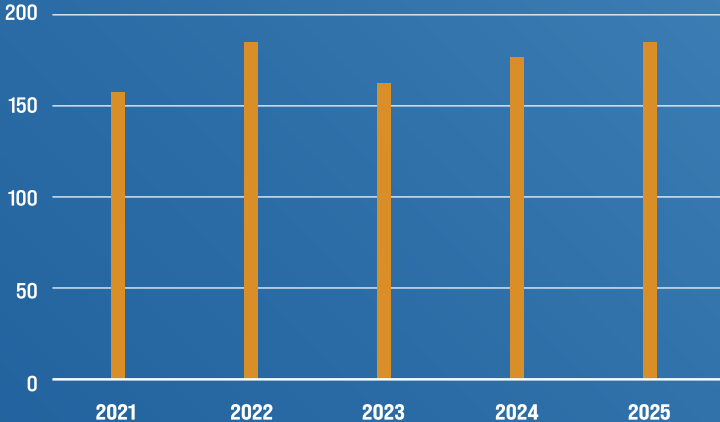
EMPLOYEES AT THE END OF THE FINANCIAL YEAR

187

THE GROUP'S NET SALES AND OPERATING PROFIT, M€



NUMBER OF PERSONNEL, AVERAGE



CUSTOMER SATISFACTION, NPS (NET PROMOTER SCORE)

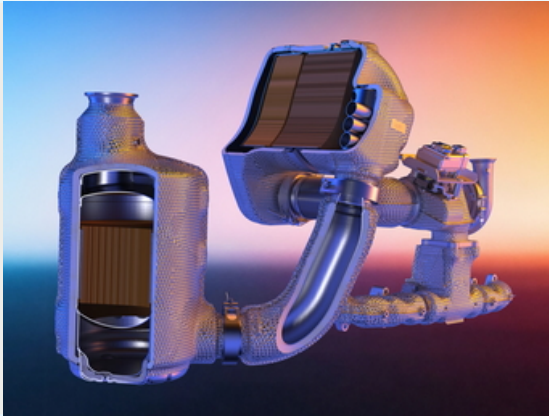


The figures for 2021-2022 include Test Solutions business.

# KEY EVENTS IN 2025

## NEW CUSTOMER AGREEMENTS

We signed three strategically significant development and manufacturing agreements for emission control systems with some of the world's leading operators in the off-highway machinery industry.



## FOCUS ON CORE BUSINESS

We focused on our core products: emission control solutions, thermal insulation, and electric powertrain and battery systems for off-highway machinery.



## EXPANSION OF THE TECHNOLOGY CENTER

We strengthened our product development operations by expanding our Technology Center in Oulu.



PRESIDENT & CEO JARI LOTVONEN

## PROFITABLE GROWTH AND NEW CUSTOMERS

The year 2025 was a period of profitable growth and determined strategic progress for Proventia. In the first half of the year, we signed three strategically significant development and manufacturing agreements for emission control systems with some of the world's leading operators in the off-highway machinery industry. New OEM customer relationships strengthened our market position, and the number of development projects rose to a record level. After the two-to-five-year product development phase, series production will continue through the late 2030s, providing Proventia with a strong and predictable revenue base well into the future.



**The final quarter of the year proceeded as expected.** Net sales grew by 17.5% compared to the previous year, reaching EUR 12.7 million. Operating profit was EUR 1.2 million, representing 9.7% of revenue. Net sales growth was partly driven by the start of mass production of a new product at our Czech factory in the autumn.

**Full-year net sales increased by 13.1% compared to the previous year and totalled EUR 47.4 million.** Operating profit increased to EUR 5.7 million, corresponding to 12.1% of net sales. The 2025 market situation was twofold: in the agricultural and forestry machinery segments, sales volumes remained below average throughout the year, while the strong demand in the mining industry continued until year-end, helping to balance the downturn in agricultural and forestry machinery markets.

**In 2025, our product development work was very active.** Product development plays a central role in executing the company's strategy. The company focused its product development resources on technologies that will provide long-term competitive advantages for engine and machinery customers. New agreements and the record-high development project backlog demonstrate that Proventia's solutions are technically competitive and align well with customer needs. The compact size and modular design of emission control systems, together with features that enhance the energy efficiency of off-highway machinery, are emerging alongside regulatory compliance as key competitive factors.

We also expanded our development focus to higher engine power classes, opening new market

segments and strengthening our long-term growth potential. Market developments in 2025 clearly demonstrated that there remains strong and commercially significant demand for internal combustion engine technologies and emission control solutions.

In electric powertrains, we focused on hybrid solutions combining LTO battery systems, control systems, and power electronics with customers' combustion engine systems. We also continued developing modular LFP battery systems for applications requiring long-lasting and continuous power. A long-term supply agreement signed in the fourth quarter with a Norwegian battery cell manufacturer strengthens the development of a fully European battery system.

**We made significant strategic decisions and investments that reinforce Proventia's focus and competitiveness.** One of the major decisions was to concentrate on Proventia's core competencies and discontinue the Test Solutions business. Following the discontinuation decision made in June 2025, we initiated measures to wind down the Test Solutions business in a controlled manner by the end of the year. A restructuring provision of EUR 952,000 related to the discontinued operations was recognized in the financial statements. Personnel from the Test Solutions business were transferred to support Proventia's growing product groups, which strengthened the company's product development resources.

In September 2025, we decided to expand Proventia's operations to the United States, specifically the state of Texas. This decision

enhances our ability to serve existing American customers and establishes a foundation for new customer relationships in a strategically important market.

We also invested in our international subcontracting network to strengthen cost competitiveness and manufacturing flexibility, supporting growth especially with global OEM customers.

The most significant investment during the review period was the expansion of the Oulunsalo Technology Center. Enhancing our design, simulation, and testing environments, as well as agile prototype production, accelerates product development lead times. At the same time, we renewed our organizational structure into a functional model, improving resource allocation and supporting the systematic and efficient execution of development projects critical to growth.

**Long-term customer relationships and high customer satisfaction are at the core of Proventia's business.** As evidence of this, AGCO Corporation awarded Proventia the Partner Level Supplier recognition, strengthening our position in AGCO's global supply chain and enhancing our profile as a reliable partner for other global OEM customers as well.

**I thank** Proventia's personnel for their excellent work, as well as our customers, suppliers, partners, and owners for their trust and cooperation.

“In 2025, our product development work was very active and the number of development projects rose to a record level.”

We enter 2026 from a strong foundation. Proventia has strengthened its position as a leading technology provider in the off-highway machinery industry and will continue profitable growth in the years ahead.

# OUR STRATEGY

Our goal is to be the leading technology provider for the engine and off-highway machinery industry.

We develop and manufacture solutions that help our customers design and produce cleaner and more energy-efficient machines and equipment. We focus on three product groups, each contributing to sustainable development:

- Emission Control
- Thermal Components
- Electric Powertrain



|  |                                       |   |
|--|---------------------------------------|---|
| <h3>MISSION</h3> <p>We help our customers develop energy-efficient products that help save the environment and human health.</p> | <h3>VISION</h3> <p>Zero emissions</p> | <h3>VALUES</h3> <p>Customers come first<br/>We are a team<br/>Responsible and sustainable<br/>Results guarantee development</p> |
|--|---------------------------------------|---|

# THE CORNERSTONES OF OUR STRATEGY



## 1. Innovative, High-quality Solutions

Our innovative and high-quality solutions help our customers develop products that protect the environment and human health. We actively work to reduce our own carbon footprint and support our customers in achieving their sustainability goals.



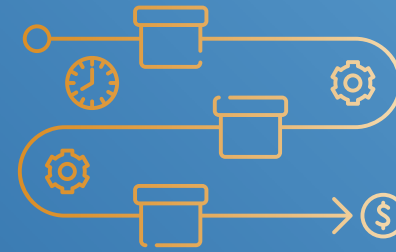
## 2. Industry-leading Expertise

We leverage our technological expertise synergistically across diverse applications and customer segments. We maintain industry-leading expertise by fostering an inspiring and supportive environment for developing cutting-edge technologies. We recognize the opportunities and threats of technological changes. Evolving regulation and the electrification of the off-highway machinery industry create new business opportunities for Proventia.



## 3. Positive Customer Experience

A comprehensive understanding of customer needs, proactive customer service and creating a positive customer experience are the foundation of our success.



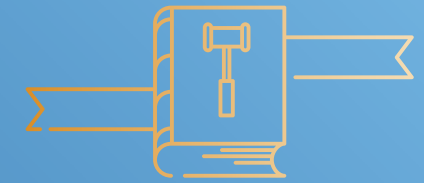
## 4. Efficient and Sustainable Production

Our manufacturing strategy focuses on the final assembly of products, while components are produced efficiently and sustainably through subcontracting. We manufacture critical components and assemblies in-house when needed. Our production aims for high quality, cost-efficiency, delivery reliability, and an agile response to evolving customer needs and market conditions, all while taking sustainability into account.



## 5. Controlled and Profitable Growth

We aim for controlled and profitable growth in our product groups together with our customers. Serving a growing customer base also requires a broader geographical presence. We develop new products and solutions based on innovation to meet the needs of the electrifying off-highway machinery industries. Potential technology and business acquisitions are part of our growth strategy.

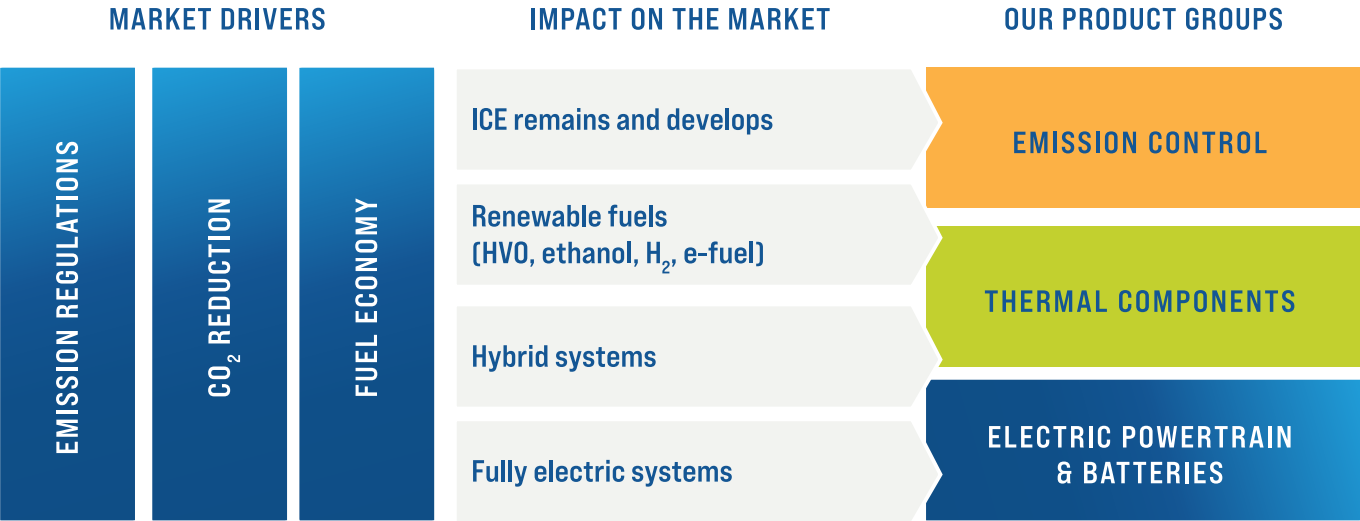


## 6. A Good Corporate Citizen

We adhere to good governance based on openness and transparency. We develop our operations systematically and with a long-term perspective, taking into account the interests of our stakeholders. Our Code of Conduct emphasizes responsibility and integrity. These principles and values are an essential part of our corporate culture and daily operations.

# MARKET DRIVERS AND HOW WE RESPOND TO THEM

Emission regulations, the reduction of CO<sub>2</sub> emissions, and fuel efficiency are driving the development of off-highway machinery. At the same time, powertrains and energy sources are diversifying from internal combustion engines to renewable fuels, hybrid systems, and fully electric solutions. Proventia responds to this development by providing solutions that cover the entire technological transition and support customers in moving toward low-emission and energy-efficient machinery.



## OUR BUSINESS:

# THREE COMPLEMENTARY PRODUCT GROUPS

Decision-making related to power sources in off-highway machinery is undergoing a transition. Changes in the market environment, regulation, and customer requirements are creating new opportunities for technological renewal and strengthening competitiveness. At the same time, the importance of informed technology decision-making is emphasized.

Choosing the power source and powertrain for an off-highway machine is a decision that affects performance, cost efficiency and emissions throughout the entire lifecycle. Its suitability is influenced by factors such as the intended use, operating conditions, and the customer's objectives and market requirements.

Proventia supports its customers amid technological transitions and evolving market demands. We develop solutions that address both current and future technological and business needs.

Meeting customer needs requires a comprehensive perspective that considers emission control, thermal management, and hybrid and fully electric technologies. These enable improved energy efficiency and reduced emissions, supporting both cost-efficiency and environmental targets.

Our product portfolio consists of three product groups: **emission control solutions, thermal insulation products, and electric powertrain and battery systems**. All product groups share a clear objective: to enable clean and energy-efficient machinery that meets the requirements of both today and the future.

### Our Competitive Advantages

#### Technology Center in Finland

We develop, design and test our emission control systems at Technology Center in Oulu, Finland. We use the industry's most advanced design and simulation tools alongside our own state-of-the-art test center, which enables testing of combustion engines, electric powertrains and battery systems.

Our extensive experience with different applications and operating environments

strengthens our expertise and ensures reliable performance of our systems even in demanding conditions.

#### Serial Production in the Czech Republic

Systems for OEM customers are manufactured in serial production at Proventia's own factory near Brno in the Czech Republic.

Our manufacturing strategy is built on high quality, flexibility and cost efficiency. This enables reliable deliveries and scalable production capacity to meet our customers' growing needs.

#### Partnerships with Leading Engine and Machine Manufacturers

Long-term collaboration with leading engine and machinery manufacturers is a key competitive advantage for Proventia. Partnerships built over

years and decades strengthen our position as an innovative and reliable technology supplier. Close cooperation enables the proactive development of solutions that support customers' business, meet market requirements and create sustainable long-term value.

# EMISSION CONTROL

The Emission Control product group includes Proventia's advanced and reliable exhaust aftertreatment systems, which enable our customers to meet even the most stringent emission limits. Our solutions not only ensure regulatory compliance, but also improve fuel efficiency and support compact engine and machine design.

Our customers include leading engine and off-highway machinery manufacturers in the agricultural, forestry, construction, mining and material-handling sectors. Our systems are designed for demanding off-highway applications where performance, long service life and operational reliability are critical success factors.

## Our Strengths

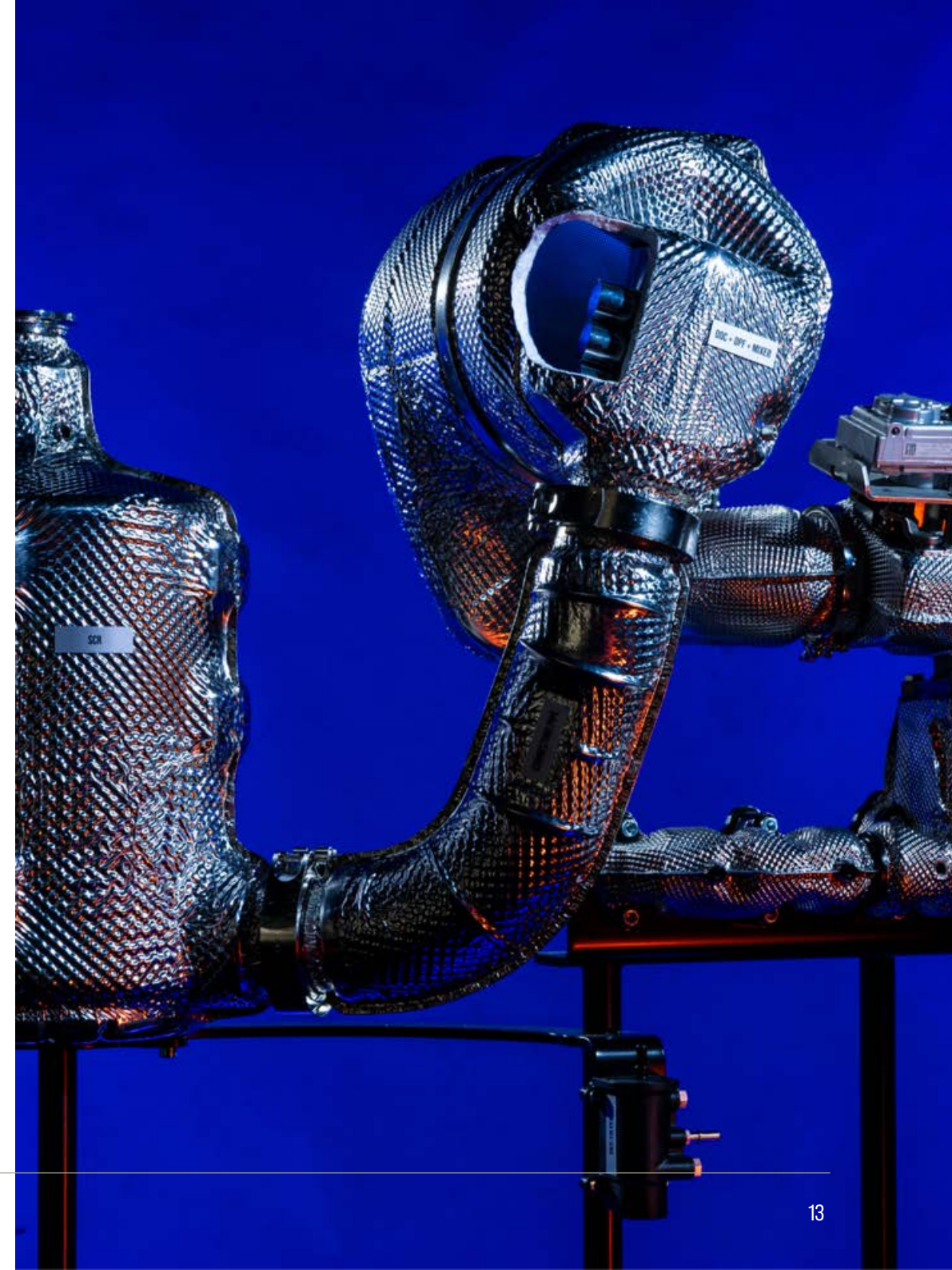
Our expertise is built on long experience, strong technological know-how, particularly in reducing nitrogen oxide emissions, and continuous product development.

At the core of our service offering are comprehensive engineering, testing and validation services that support the product development process and ensure that our customers' machines meet emission requirements throughout their lifecycle. Our flexible and customer-focused operating model enables solutions to evolve in line with customer needs and application development.

Proventia's patented innovations and intelligent control systems enable reliable, application-specific solutions that can be optimized for different power classes and various types of off-highway machines.

The modular architecture supports a product family approach and accelerates system customization to meet current and future requirements related to installation space, energy efficiency and emission control. This shortens development times and improves the efficiency of the entire development process.

Emission control systems designed for OEM customers are manufactured at Proventia's factory in the Czech Republic. The factory's strategic location near European customers enables cost-efficient logistics, short delivery times and a competitive supply chain.



# THERMAL COMPONENTS

Thermal insulation is an essential part of modern, energy-efficient off-highway machinery. It reduces radiant heat and enables the safe and efficient use of compact engine compartments. High-quality insulation also supports the performance of emission control systems and improves machine productivity, for example by shortening maintenance times.

We design and manufacture thermal insulation both for our own emission control systems and for other components and engine compartments. Our customer base consists of OEM off-highway equipment manufacturers as well as other industrial operators with similar thermal insulation needs.

## Our Strengths

Our expertise in thermal insulation is built on our long-standing experience with off-highway machinery technologies and operating environments, as well as our deep understanding of the role of thermal management in the performance of exhaust aftertreatment systems.

The modern testing capabilities at our Oulu Technology Center enable us to reliably verify the functionality and effectiveness of insulation solutions under real-world operating conditions.

Our thermal insulation products and the related manufacturing technologies are designed at our Technology Center in Oulu and manufactured in series production in Oulu for Finnish customers, and at our Brno factory for customers across Europe.



# ELECTRIC POWERTRAIN

Electrification of off-highway machinery offers significant benefits for both manufacturers and end users: lower operating costs, improved productivity and reduced carbon dioxide emissions. Electrification is particularly relevant in applications where its benefits can be clearly demonstrated. Proventia supports its customers in the electrification by providing comprehensive system expertise, electric powertrain solutions and battery systems.

We design and manufacture modular lithium-ion battery systems for a wide range of applications, offering both power and energy battery packs. Our electric powertrains form a unified, easily integrated system together with intelligent control electronics and power electronics, suitable for both hybrid and fully electric configurations. By optimising the battery system, power electronics and thermal management as a whole, we simplify the electrification process for off-highway machinery.

## Our Strengths

Proventia's strengths in electric powertrains are built on more than 30 years of experience with demanding off-highway applications and operating environments. The test environment at our

Technology Center enables comprehensive validation of electric systems under conditions that closely simulate real use. This accelerates development and ensures reliable performance in real-world operating conditions.

For our energy batteries, we use European-manufactured cells, enhancing supply chain reliability and enabling us to offer our customers battery technology designed and produced in Europe.

Our electric powertrains and battery products are designed at our Technology Center in Oulu, which also houses pre-series manufacturing facilities for battery systems. Concentrating development, testing and pre-series production under one roof enables close collaboration and speeds up time-to-market.





# SUSTAINABILITY AT PROVENTIA 2

# GENERAL INFORMATION

Sustainability is at the core of Proventia's business and fully integrated into the company's strategy. By sustainability, we refer to the way we operate: how we interact with the environment, how we act within the surrounding society, how we treat people, and the principles by which Proventia is governed. Our responsible way of operating is rooted in our vision, mission, values and strategy.

## General Reporting Principles (BP-1)

Proventia prepares a voluntary sustainability report, published as part of the annual report. The report is aligned with the structure of the European Sustainability Reporting Standards (ESRS), but is not fully compliant with the standards. The reporting period corresponds to the financial reporting period.

The sustainability report covers the entire Group and its subsidiaries, unless otherwise stated. The overview covers the company's product groups: Emission Control, Thermal Components and Electric Powertrain.

## Information on Specific Circumstances (BP-2)

The time horizons applied in the sustainability report are as follows:

- Short term: less than 1 year
- Medium term: 1–5 years
- Long term: more than 5 years

Proventia reports comparative information to the extent that data from the previous reporting period is available.

In its quality and environmental management systems, Proventia relies on ISO standards of the European standardisation system. Proventia's management systems have been certified by LRQA in both Finland and the Czech Republic in accordance with ISO 9001:2015 and ISO 14001:2015.

## PROVENTIA SUPPORTS THE UN'S SUSTAINABLE DEVELOPMENT GOALS:



### SDG 13: Climate Action

Proventia develops products and solutions that help reduce the local emissions and CO<sub>2</sub> emissions of off-highway machines, and improve their energy efficiency.



### SDG 8: Decent Work and Economic Growth

Proventia does its part to take care of its employees' mental and physical wellbeing. The company aims to grow and develop with its customers, partners and subcontractors. Its operations are founded on sustainable profitable growth.



### SDG 9: Industry, Innovation and Infrastructure

Proventia's solutions improve its customers' competitiveness and success. Based on its innovation, the company develops new products and solutions for the off-highway machine industries. The company cooperates actively with universities and universities of applied sciences

# GOVERNANCE

## Role of the Administrative, Management and Supervisory Bodies (GOV 1)

Proventia’s governance structure is single-tiered and consists of the General Meeting, the Board of Directors and the CEO. In operational management, the CEO is supported by the Group Management Team.

Proventia’s **Corporate Governance Statement** is presented in the company’s Annual Report as a separate report from the Board of Directors’ Review. The statement describes the composition of the administrative, management and supervisory bodies, the independence and diversity of the Board members, as well as the roles and responsibilities of these bodies.

Proventia’s employees are not represented on the company’s management team or the Board of Directors.

## Diversity of the Management Team and the Board of Directors

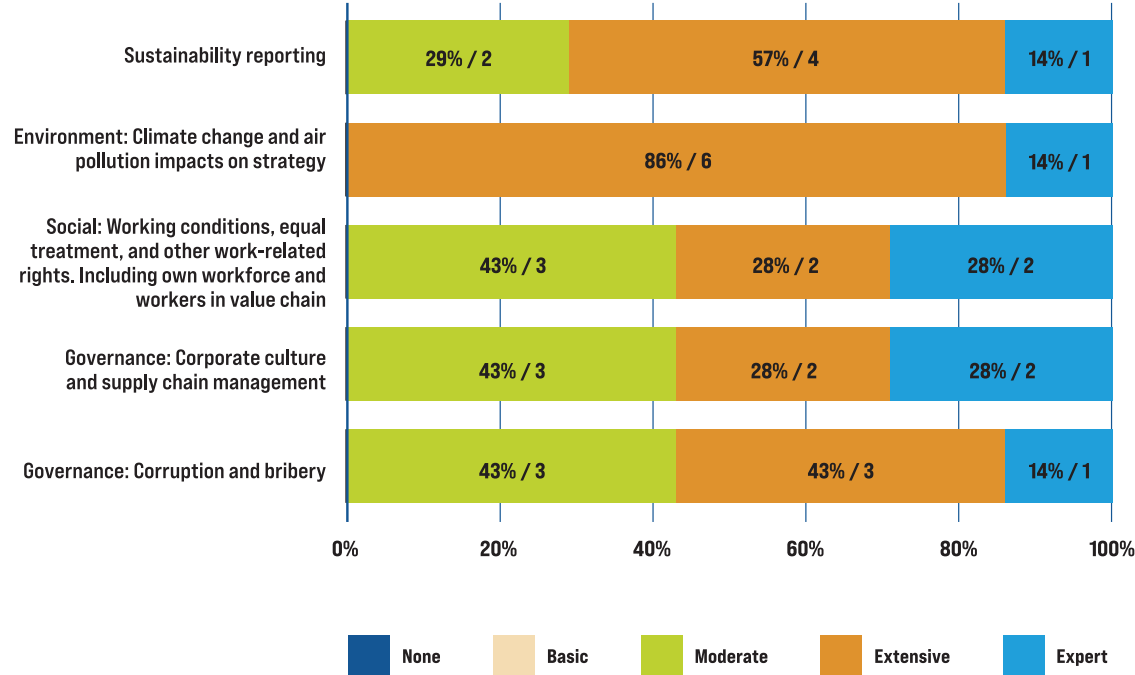
| Diversity of the Management Team | %     | Headcount |
|----------------------------------|-------|-----------|
| <b>Gender</b>                    |       |           |
| Men                              | 71.4% | 5         |
| Women                            | 28.6% | 2         |
| <b>Age</b>                       |       |           |
| 41-50 years                      | 14.3% | 1         |
| 51-60 years                      | 85.7% | 6         |

| Diversity of the Board of Directors | %     | Headcount |
|-------------------------------------|-------|-----------|
| <b>Gender</b>                       |       |           |
| Men                                 | 85.7% | 6         |
| Women                               | 14.3% | 1         |
| <b>Nationality</b>                  |       |           |
| Finland                             | 85.7% | 6         |
| USA                                 | 14.3% | 1         |
| <b>Age</b>                          |       |           |
| 41-50 years                         | 28.6% | 2         |
| 51-60 years                         | 42.9% | 3         |
| 61-70 years                         | 28.6% | 2         |
| > 70 years                          | 0.0%  | 0         |
| <b>Term of office</b>               |       |           |
| 2-5 years                           | 42.9% | 3         |
| 6-9 years                           | 57.1% | 4         |
| > 10 years                          | 0.0%  | 0         |

## Sustainability Governance



## Primary Sustainability Expertise



## Information Provided to the Administrative, Management and Supervisory Bodies and the Sustainability Matters They Address (GOV 2)

Proventia’s Board of Directors, Management Team and ESG Steering Group regularly address material sustainability-related matters. The Management Team and the Board meet approximately once a month, and the ESG Steering Group meets about four times a year. The Board of Directors approves the company’s sustainability-related policies, guidelines and sustainability targets. Sustainability is integrated into the Board-approved strategy, business plans and risk management.

During the 2025 financial year, the Board discussed several sustainability topics, including:

- Employee satisfaction
- Customer satisfaction
- Cybersecurity

The President & CEO and the Management Team are responsible for implementing the targets approved by the Board, addressing material sustainability matters and their related risks and opportunities, and reporting these to the Board. In 2025, the Management Team addressed several sustainability-related themes, including:

- Employee survey results and related action plans
- Equality and non-discrimination plan
- Occupational health and safety
- Cybersecurity
- Customer satisfaction and related action plans

Sustainability-related matters are also addressed in the ESG Steering Group, which monitors stakeholder sustainability expectations, gathers information related to sustainability and sustainability reporting, and identifies development needs. Together with the Management Team, the ESG Steering Group develops sustainability as part of the company’s daily operations. Members of the ESG Steering Group include the President & CEO, CFO, General Counsel, Director of Development, Director of Production, Quality and Sustainability Manager, and Marketing and Communications Manager.

## Incorporating Sustainability Performance into Incentive Schemes (GOV-3)

Proventia has a shared incentive scheme based on financial performance, covering both the company’s management and personnel. The bonus under the incentive scheme is an essential part of the company’s remuneration model.

Proventia has not yet incorporated sustainability-related targets into its remuneration scheme.

# STRATEGY, BUSINESS MODEL AND VALUE CHAIN

## Strategy, Business Model and Value Chain (SBM 1)

Proventia’s strategy is described in more detail in the Our [Strategy](#) section of this report. The company’s business operations are presented under Our [Business](#).

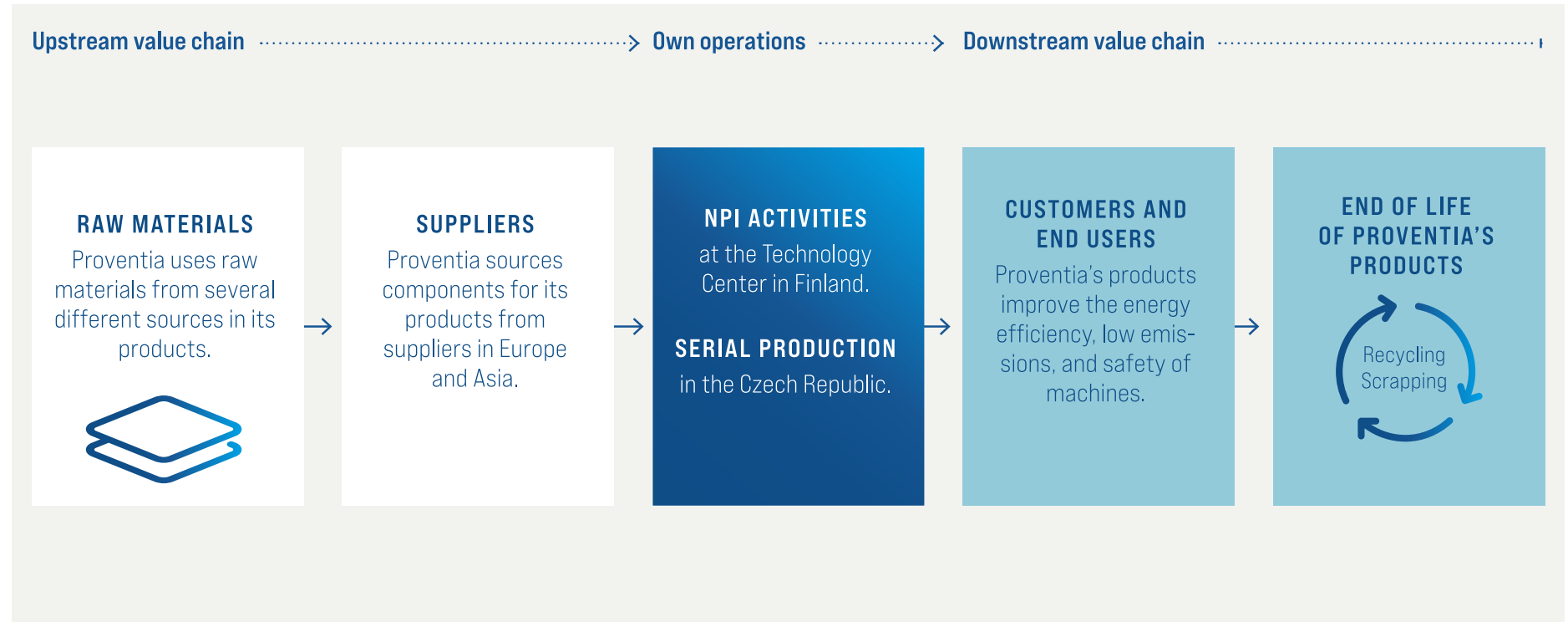
## Value Chain

Proventia’s product groups are Emission Control, Thermal Insulation and Electric Powertrain. The New Product Introduction (NPI) activities related to these products, covering research and development, design, testing and prototype manufacturing, are located at Proventia’s Technology Center in Oulu. Products are manufactured for customers through serial production at the company’s plant in the Czech Republic.

Proventia’s value chain begins upstream with raw material suppliers and subcontractors. It includes activities related to mining and raw material sourcing, stainless steel production and processing, battery cell manufacturing, and logistics within the subcontracting chain.

Downstream of the value chain are off-road machinery customers, their production facilities and the end users of their products. These include engine and off-road machine manufacturers whose machines’ energy efficiency and low-emission performance are improved by Proventia’s products, as well as end users of off-road machines and equipment, whose safety is enhanced by

## PROVENTIA’S VALUE CREATION MODEL



At the end of the value chain are the recyclability of Proventia’s products and any waste generated in decommissioning. Proventia’s products mainly use highly recyclable stainless steel.

# STAKEHOLDER INTERESTS AND VIEWS

## Stakeholder Interests and Views (SBM-2)

Proventia, as a responsible operator, employer and member of the community, engages with its key stakeholders and takes their feedback into account in the development of its operations and in company-level decision-making. Proventia's key stakeholders include, among others, employees, customers, shareholders, suppliers and subcontractors, as well as educational institutions and the local community.

| STAKEHOLDER                         | STAKEHOLDER ENGAGEMENT   | PURPOSE OF ENGAGEMENT  | IMPACT ON THE COMPANY'S OPERATIONS   |
|-------------------------------------|--|--|--|
| <b>Personnel</b>                    | <ul style="list-style-type: none"> <li>Group development discussions once a year. Individual development discussion and follow-up discussions once a year.</li> <li>Personnel surveys once a year</li> <li>Personnel briefings at least four times a year</li> <li>Regular supervisors' briefings</li> <li>Suggestions</li> <li>Cooperation meetings four times a year</li> <li>Occupational health and safety</li> <li>Training</li> <li>Occupational safety notifications</li> </ul> | <ul style="list-style-type: none"> <li>The workload and job demands are balanced with employees' competence, working conditions and ability to recover</li> <li>Equal and non-discriminatory treatment</li> <li>A sustainable and safe workplace</li> <li>Competence development and career paths</li> </ul> | <ul style="list-style-type: none"> <li>Identification of development areas</li> <li>Updated policies and guidelines</li> <li>Training programme</li> <li>Strengthening the employer image</li> <li>Personnel commitment and wellbeing</li> </ul> |
| <b>Customers</b>                    | <ul style="list-style-type: none"> <li>Ongoing and regular dialogue</li> <li>Customer satisfaction surveys once a year</li> </ul>  | <ul style="list-style-type: none"> <li>Building trust</li> <li>Sustainable and innovative high-quality solutions</li> <li>Consideration of customers' sustainability goals</li> </ul>  | <ul style="list-style-type: none"> <li>Product development</li> <li>Quality improvement</li> <li>Cost effectiveness</li> <li>Responsible manufacturing</li> </ul>  |
| <b>Shareholders</b>                 | <ul style="list-style-type: none"> <li>Business reviews four times a year</li> </ul>   | <ul style="list-style-type: none"> <li>Value creation</li> <li>Building trust</li> <li>Sustainable business and good corporate citizenship</li> </ul>  | <ul style="list-style-type: none"> <li>Improved efficiency, profitability and competitiveness</li> <li>Risk management</li> </ul>  |
| <b>Suppliers and subcontractors</b> | <ul style="list-style-type: none"> <li>Supplier evaluations</li> <li>Regular supplier meetings</li> <li>Providing information about Proventia's sustainability goals</li> </ul>  | <ul style="list-style-type: none"> <li>Compliance with the Code of Conduct</li> <li>Health and safety</li> <li>Sustainability in the supply chain and the calculation of greenhouse</li> </ul>   | <ul style="list-style-type: none"> <li>Shared sustainability goals</li> <li>Sustainability assessments</li> <li>Long-term cooperation</li> </ul>   |
| <b>Educational institutions</b>     | <ul style="list-style-type: none"> <li>Thesis and training opportunities</li> <li>Visits</li> <li>Cooperation projects</li> <li>Recruitment events two or three times a year</li> </ul>  | <ul style="list-style-type: none"> <li>Training and skills</li> <li>Research cooperation with educational institutions</li> </ul>  | <ul style="list-style-type: none"> <li>Joint development projects</li> <li>Skilled workforce</li> </ul>  |
| <b>Local communities</b>            | <ul style="list-style-type: none"> <li>Whistleblowing channel</li> <li>Charitable work</li> <li>Supporting the activities of various organisations</li> </ul>  | <ul style="list-style-type: none"> <li>Transparency of operations</li> <li>Building trust</li> <li>Supporting local projects</li> </ul>  | <ul style="list-style-type: none"> <li>Supporting local communities</li> </ul>   |

# MATERIAL IMPACTS, RISKS AND OPPORTUNITIES

## Material Impacts, Risks and Opportunities, and Their Interaction with the Strategy and Business Model (SBM-3)

| E1. Climate change        |   |  |                            |                       |   |
|---------------------------|---|--|----------------------------|-----------------------|---|
| SUB-TOPIC                 | DESCRIPTION AND MATERIALITY   | NEGATIVE OR POSITIVE IMPACT, RISK, OPPORTUNITY | VALUE CHAIN                | TIME HORIZON          | IMPACT IN RELATION TO THE STRATEGY, BUSINESS MODEL, VALUE CHAIN AND DECISION-MAKING   |
| Climate change mitigation | Transition away from fossil fuels with batteries, renewable fuels or testing solutions for batteries. | Positive impact                                | Own operations, downstream | All                   | Climate change mitigation is part of Proventia's strategy and is integrated into the company's product development. Decision-making emphasises investments in energy efficiency and renewable energy sources.                 |
|                           | Greenhouse gas emissions from the production of components and material.                              | Negative impact                                | Upstream                   | All                   | Sustainability is considered a key criterion in supplier selection and material choices. In the value chain, this is reflected for example in setting emission-reduction targets for the entire supply chain.                 |
|                           | Indirect greenhouse gas emissions from inbound and outbound transportation of Proventia's products.   | Negative impact                                | Upstream, downstream       | Short and medium term | Managing logistics-related emissions influences transport choices and supply-chain optimisation.  |
| Energy                    | Energy efficiency and fuel savings enabled by the emission control system and thermal management.     | Positive impact                                | Downstream                 | All                   | Energy efficiency is an important element of the company's strategy and competitive advantage. It guides product development and decision-making. The company innovates solutions that reduce fuel consumption and emissions. |
|                           | Energy consumption in the company's own operations.   | Negative impact                                | Own operations             | All                   | Energy consumption in Proventia's own operations directly affects the achievement of sustainability targets. Decision-making prioritises energy-saving measures and the use of renewable energy.                              |
| E2 Pollution              |   |  |                            |                       |   |
| Pollution of air          | Reduction of NOx and particulate matter (PM) emissions through emission control systems.              | Positive impact                                | Downstream                 | All                   | The development of emission control systems supports the strategic goal of providing sustainable solutions and responding to tightening regulatory requirements.  |
|                           | Tightening emission regulations increase the demand for Proventia's products.                         | Opportunity                                    | Own operations, downstream | Medium and long term  | Stricter regulation creates opportunities for business growth and steers product development.   |

| S1 Own workforce  |  |                 |                          |                       |  |
|---|--|-----------------|--------------------------|-----------------------|--|
| <b>Working conditions</b>   | Potential adverse impacts on employees, for example regarding health and safety, work-life balance and terms of employment.                                      | Negative impact | Own operations           | All                   | Employee well-being aligns with Proventia's strategy, as it affects employer attractiveness, employee engagement and productivity. Decision-making emphasises safety, well-being at work and a balanced work life.   |
|   | Challenges in attracting and retaining a skilled workforce if social-sustainability-related impacts weaken the company's employer brand.                         | Risk            | Own operations           | All                   | Proventia's business relies on the availability of skilled personnel. Challenges in this area affect the company's reputation and ability to attract talent. Strategy and decision-making highlight equality, training and career-development opportunities.   |
| <b>Equal treatment and opportunities for all</b>                              | Training and skills development: Employee well-being and opportunities for career advancement may improve.   | Positive impact | Own operations           | All                   | Proventia maintains top-level expertise by providing an inspiring and supportive environment for the development of high-technology solutions. Employee competence development supports strategic objectives.  |
|   | Career paths strengthen the employer image and help retain existing employees.   | Opportunity     | Own operations           | All                   | Decision-making prioritises training and career paths that strengthen employee commitment and enhance competitiveness as an employer.  |
|   | Potential cases of discrimination.   | Negative impact | Own operations           | Short and medium term | Equality and non-discrimination are part of the company's values and Code of Conduct. Decision-making reinforces practices that prevent discrimination and promote diversity.  |
| S2 Workers in the value chain   |  |                 |                          |                       |  |
| <b>Working conditions, equal treatment and other work-related rights</b>      | Proventia's upstream value chains may include activities where the well-being of value chain workers could be at risk.   | Negative impact | Upstream                 | All                   | Adverse conditions in the upstream value chain may also affect Proventia's reputation. Supplier responsibility assessments and collaboration to promote sustainable practices are taken into account in strategy and decision-making.  |
| G1 Business conduct   |  |                 |                          |                       |  |
| <b>Corporate culture</b>  | Failure to comply with the Code of Conduct may lead to negative publicity, resulting in reputational and financial consequences.                                 | Risk            | Own operations           | All                   | Compliance with ethical principles is a strategic foundation that influences reputation, risk management and decision-making at all levels. Responsible leadership and transparent communication are central elements of the business model.   |
| <b>Management of relationships with suppliers including payment practices</b> | Unethical or environmentally unsustainable practices by suppliers in the upstream value chain may expose the supply chain to disruptions or reputational damage. | Risk            | Upstream, own operations | All                   | Unethical practices in the upstream supply chain could cause significant reputational harm to Proventia. Supplier responsibility and ethical behaviour affect the functioning of the entire value chain and the company's risk profile. Decision-making emphasises responsible procurement practices and transparency. |

## Description of the Process for Identifying and Assessing Material Impacts, Risks and Opportunities (IRO-1)

The identification and assessment of Proventia's material impacts, risks and opportunities was carried out by an appointed working group in 2024. The process built on Proventia's previous assessments used to identify, evaluate, prioritise and monitor actual and potential impacts on people and the environment, as described in earlier sustainability reports. The methods used included a review of internal and publicly available materials, interviews with representatives from different business units, and facilitated workshops. The data sources included sustainability information from Proventia's own operations, procurement data, previous risk assessments, and expert insights from different units and production sites. For the upstream and downstream parts of the value chain, information was mainly based on internal or publicly available sources. Material impacts, risks and opportunities have not been reassessed or refined since the original process was completed.

Based on these workshops and internal information, the key characteristics of Proventia's value chain and own operations were defined and mapped to identify and classify activities, locations, business relationships, geographical areas and other factors that may give rise to elevated sustainability risks. Although stakeholders were not directly consulted,

Proventia interviewed representatives who work closely with customers, suppliers and supply-chain workers. External technical sustainability experts were also consulted.

The identified impacts were assessed and prioritised using a five-point scale in accordance with ESRS 1 requirements: negative impacts were assessed based on relative severity and likelihood, while positive impacts were assessed based on scale, scope and likelihood. The assessment results were converted into materiality scores and considered material when they exceeded defined thresholds in a two-dimensional matrix. This approach was aligned with Proventia's existing risk-management model and EFRAG guidance.

For all identified impacts and sustainability topics, potential financial effects—such as risks and opportunities related to sales, costs, investment needs and access to finance—were also assessed. The materiality of these risks and opportunities was determined based on their likelihood and the scale and nature of the estimated financial effects.

Several material sustainability risks correspond to risks previously identified in Proventia's general risk-management processes, such as regulatory changes related to emission limits, and they are prioritised in the same way as other business risks.

## Material Impacts, Risks and Opportunities Related to Climate Change

The identification of climate-related impacts was based on previous carbon-footprint calculations. Fuel use in Proventia's own operations and value chain, as well as the production of stainless steel, were identified as significant emission sources. Physical climate risks, such as damage caused by extreme weather events, were not considered material based on currently available information.

## Impacts, Risks and Opportunities Related to Pollution

Proventia's sites, business activities and especially the use phase of its products at the downstream end of the value chain were assessed to identify pollution-related impacts, risks and opportunities. Proventia's emission-control systems were assessed to generate significant positive impacts for people and the environment by substantially reducing harmful air emissions and lowering exposure for end users and operators during machine use.

The process for identifying pollution-related material impacts, risks and opportunities was based on available internal information and did not include consultations with communities potentially affected by pollution.

## Impacts, Risks and Opportunities Related to Business Conduct

Internal processes were assessed to ensure ethical business practices, such as preventing corruption and bribery and safeguarding whistle-blowers.

Final decisions on which identified impacts, risks and opportunities were considered material were made by the President & CEO and the Management Team, and approved by the Board of Directors. The process was based on the same information sources as Proventia's general risk-management procedures, although it is not yet fully integrated into them.

# 2 ENVIRONMENTAL INFORMATION

Proventia creates value for its customers by improving the energy efficiency and low-emission performance of their products. The company works to mitigate climate change and its impacts, as well as to reduce air pollution caused by harmful emissions.

## E1 CLIMATE CHANGE

### E1. Climate change

| SUB-TOPIC                 | DESCRIPTION AND MATERIALITY   | NEGATIVE OR POSITIVE IMPACT, RISK, OPPORTUNITY | VALUE CHAIN                | TIME HORIZON          | IMPACT IN RELATION TO THE STRATEGY, BUSINESS MODEL, VALUE CHAIN AND DECISION-MAKING   |
|---------------------------|---|--|----------------------------|-----------------------|---|
| Climate change mitigation | Transition away from fossil fuels with batteries, renewable fuels or testing solutions for batteries. | Positive impact                                | Own operations, downstream | All                   | Climate change mitigation is part of Proventia's strategy and is integrated into the company's product development. Decision-making emphasises investments in energy efficiency and renewable energy sources.                 |
|                           | Greenhouse gas emissions from the production of components and material.                              | Negative impact                                | Upstream                   | All                   | Sustainability is considered a key criterion in supplier selection and material choices. In the value chain, this is reflected for example in setting emission-reduction targets for the entire supply chain.                 |
|                           | Indirect greenhouse gas emissions from inbound and outbound transportation of Proventia's products.   | Negative impact                                | Upstream, downstream       | Short and medium term | Managing logistics-related emissions influences transport choices and supply-chain optimisation.  |
| Energy                    | Energy efficiency and fuel savings enabled by the emission control system and thermal management.     | Positive impact                                | Downstream                 | All                   | Energy efficiency is an important element of the company's strategy and competitive advantage. It guides product development and decision-making. The company innovates solutions that reduce fuel consumption and emissions. |
|                           | Energy consumption in the company's own operations.   | Negative impact                                | Own operations             | All                   | Energy consumption in Proventia's own operations directly affects the achievement of sustainability targets. Decision-making prioritises energy-saving measures and the use of renewable energy.                              |

## Policies Related to Climate Change Mitigation and Adaptation (E1-2)

| POLICY                                  | KEY CONTENT   | COVERAGE                                 | AVAILABILITY                     |
|---|---|--|----------------------------------|
| <b>Sustainability Policy</b>            | Proventia is committed to reducing greenhouse gas emissions in its own operations and across the value chain. The company develops solutions that support customers in their transition to low-emission technologies.                               | Proventia's own operations               | Publicly available online        |
| <b>Environmental and Quality Policy</b> | Proventia develops solutions that reduce harmful emissions and improve energy efficiency, manage environmental risks, and promote continuous improvement in line with sustainable development.  | Proventia's own operations               | Publicly available online        |
| <b>Code of Conduct</b>                  | The Code of Conduct emphasises environmental responsibility and sustainable practices: compliance with laws and ethical principles, development of solutions that reduce emissions, and support for sustainable development across the value chain. | Proventia's own operations               | Publicly available online        |
| <b>Supplier Code of Conduct</b>         | Proventia requires suppliers to follow environmental responsibility and sustainable development principles, including emission reduction and the promotion of energy efficiency throughout the supply chain.  | Proventia's suppliers and subcontractors | Available in the Supplier Portal |

## Actions and Resources Related to Climate Change Mitigation and Adaptation Policies (E1-3)

| MATERIAL SUSTAINABILITY TOPIC    | RELATED MATERIAL IMPACT                      | ACTION  | EMISSION REDUCTION MEASURE      | SCOPE | TIME HORIZON | ACHIEVED AND ANTICIPATED GHG REDUCTIONS  |
|----------------------------------|--|---|---------------------------------|-------|--------------|--|
| <b>Climate Change Mitigation</b> | Greenhouse gas emissions from own operations | Use of renewable fuels at the test center           | Carbon-free / low-carbon energy | 1     | Medium term  | We anticipate that renewable fuels could potentially reduce our Scope 1 emissions by 30-60%.                               |
| <b>Energy</b>                    | Energy consumption in own operations         | Improving the energy efficiency of the test centers | Energy efficiency               | 2     | Medium term  | By improving the energy efficiency of our test centers, we can achieve approximately an 8% reduction in Scope 2 emissions. |

## Climate Change Mitigation and Adaptation Targets (E1-4)

Proventia is committed to setting science-based emissions reduction targets and a net-zero target in line with the Science Based Targets initiative (SBTi). The company's short-term targets focus on reducing emissions from its own operations, while the net-zero target set for 2050 covers the entire value chain.

### Accounting Principles

Total energy consumption (MWh) includes purchased and generated heat and electricity within Proventia Group.

For the second Oulu site (Nuottasaari), energy consumption has been partially estimated based on rented square metres. Otherwise, consumption data is based on energy invoices or information received directly from energy suppliers. Electricity origin data has been obtained directly from the electricity provider.

At the end of 2025, the electricity used at the Finnish sites consisted of residual electricity without guarantees of origin. In Finland, 77.7% (2024) of district heating is purchased as green heat or produced using renewable fuels.

In the Czech Republic, 71% of the electricity mix is produced from renewable or zero-emission energy sources. Heat in the Czech Republic is generated using natural gas.

Reported data is collected into the company's internal database and stored on a digital sustainability reporting platform.

## Energy Consumption and Energy Mix (E1-5)

| Energy consumption and energy mix E1-5  | 2025    |
|---|---------|
| (1) Fuel consumption from coal and coal products (MWh)  | N/A     |
| (2) Fuel consumption from crude oil and petroleum products (MWh)  | 1,017.8 |
| (3) Fuel consumption from natural gas (MWh)   | 225.9   |
| (4) Fuel consumption from other fossil sources (MWh)  | 4.2     |
| (5) Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources (MWh)    | 388.9   |
| (6) Total fossil energy consumption (MWh)   | 1,636.8 |
| Share of fossil sources in total energy consumption (%)   | 57.1%   |
| (7) Consumption from nuclear sources (MWh)  | 199.3   |
| Share of consumption from nuclear sources in total energy consumption (%)                                   | 7.0%    |
| (8) Fuel consumption for renewable sources (MWh)  | 25.6    |
| (9) Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources (MWh) | 816.9   |
| (10) The consumption of self-generated non-fuel renewable energy (MWh)                                      | 186.3   |
| (11) Total renewable energy consumption (MWh)   | 1,028.7 |
| Share of renewable sources in total energy consumption (%)  | 35.9%   |
| Total energy consumption (MWh)  | 2,864.8 |

### Accounting Principles

Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources (MWh):

Includes all fossil-based sources used in energy production. For the origin breakdown of electricity production, the 2024 electricity sales distribution of Oomi Oy has been used.

At Proventia's Finnish operations, electricity consumption from fossil sources in 2025 was 148.36 MWh. In the Czech Republic, the corresponding figure was 117.88 MWh (calculated as total consumption minus the share of renewable and nuclear-generated energy).

Of the purchased heat at Proventia's Finnish site, 122.63 MWh was produced using non-renewable energy sources. The Czech site is heated with natural gas (assumed to be fossil-based). Heat consumption at the Czech site in 2025 was 225.9 MWh.

Consumption of nuclear-based energy across the entire company in 2025 totaled 199.28 MWh (calculated based on the energy supplier's origin breakdown of energy sources in Finland and electricity invoices from the energy supplier in the Czech Republic).

The share of renewable energy was obtained from the energy supplier's origin breakdown: renewable electricity 28.21% and district heating 77%. In Finland, renewable electricity and heat consumption in 2025 amounted to 528.51 MWh. The corresponding figure for the Czech Republic was 288.35 MWh (calculated from solar panel production data and electricity invoices for renewable electricity purchased from the energy supplier).

## Greenhouse Gas Emissions: Scope 1 and Scope 2 Gross Emissions and Total Emissions(E1-6)

| Scope 1 and Scope 2 GHG emissions                                 | 2025  | 2024    |
|---|-------|---------|
| Scope 1 GHG emissions   |       |         |
| Gross scope 1 GHG emissions (tCO <sub>2</sub> eq)                 | 249.1 | 396.4   |
| Percentage of scope 1 GHG emissions                               | N/A   | N/A     |
| Scope 2 GHG emissions   |       |         |
| Gross location-based scope 2 GHG emissions (tCO <sub>2</sub> eq.) | 43.9  | 68.8    |
| Gross market-based scope 2 GHG emissions (tCO <sub>2</sub> eq)    | 667.8 | 744.7   |
| Total GHG emissions   |       |         |
| Total GHG emissions (location-based) (tCO <sub>2</sub> eq)        | 293.0 | 465.2   |
| Total GHG emissions (market-based) (tCO <sub>2</sub> eq)          | 916.9 | 1,141.1 |

| GHG Intensity Relative to Revenue   | 2025 | 2024 |
|---|------|------|
| Total GHG emissions (location-based) per net revenue (tCO <sub>2</sub> eq / €m) | 6.2  | 11.1 |
| Total GHG emissions (market-based) per net revenue (tCO <sub>2</sub> eq / €m)   | 19.4 | 27.2 |

### Accounting Principles

Scope 1 and Scope 2 emissions have been calculated in accordance with the GHG Protocol.

# E2 POLLUTION

| E2 Pollution     |  |  |                            |                      |  |
|------------------|--|--|----------------------------|----------------------|--|
| SUB-TOPIC        | DESCRIPTION AND MATERIALITY  | NEGATIVE OR POSITIVE IMPACT, RISK, OPPORTUNITY | VALUE CHAIN                | TIME HORIZON         | IMPACT IN RELATION TO THE STRATEGY, BUSINESS MODEL, VALUE CHAIN AND DECISION-MAKING  |
| Pollution of air | Reduction of NOx and particulate matter (PM) emissions through emission control systems. | Positive impact                                | Downstream                 | All                  | The development of emission control systems supports the strategic goal of providing sustainable solutions and responding to tightening regulatory requirements. |
|                  | Tightening emission regulations increase the demand for Proventia's products.            | Opportunity                                    | Own operations, downstream | Medium and long term | Stricter regulation creates opportunities for business growth and steers product development.  |

## Policies Related to Pollution (E2-1)

| POLICY                           | KEY CONTENT  | COVERAGE                                 | AVAILABILITY                     |
|----------------------------------|--|--|----------------------------------|
| Sustainability Policy            | Proventia reduces harmful emissions and promotes technologies that improve air quality and support a cleaner environment across the value chain.   | Proventia's own operations               | Publicly available online        |
| Code of Conduct                  | The Code of Conduct emphasises environmental responsibility and sustainable practices: avoiding actions that increase emissions or pollution, promoting solutions that reduce air pollution, and supporting a cleaner environment. | Proventia's own operations               | Publicly available online        |
| Supplier Code of Conduct         | Suppliers are required to take actions that reduce emissions and air pollution, and to support a sustainable and clean environment throughout the supply chain.  | Proventia's suppliers and subcontractors | Available in the Supplier Portal |
| Environmental and Quality Policy | Proventia develops solutions that reduce air pollutants and emissions, manages environmental risks, and ensures continuous improvement in air quality.   | Proventia's own operations               | Publicly available online        |

## Pilaantumisen estämiseen liittyvät toimet (E2-2)

| MATERIAL SUSTAINABILITY TOPIC | RELATED MATERIAL IMPACT  | ACTION  | EMISSION REDUCTION MECHANISM                              | SCOPE                  | TIME HORIZON |
|-------------------------------|--|---|---|------------------------|--------------|
| Air Pollution                 | Reduction of NOx and particulate matter (PM) emissions through emission control systems. | Proventia invests in the product development of its emission control systems. | Reduced emissions from customers' machinery applications. | Downstream value chain | Ongoing      |

# 3 SOCIAL INFORMATION

## OWN WORKFORCE (S1)

### S1 Own workforce

| SUB-TOPIC  | DESCRIPTION AND MATERIALITY  | NEGATIVE OR POSITIVE IMPACT, RISK, OPPORTUNITY | VALUE CHAIN    | TIME HORIZON          | IMPACT IN RELATION TO THE STRATEGY, BUSINESS MODEL, VALUE CHAIN AND DECISION-MAKING  |
|--|--|--|----------------|-----------------------|--|
| <b>Working conditions</b>                        | Potential adverse impacts on employees, for example regarding health and safety, work-life balance and terms of employment.              | Negative impact                                | Own operations | All                   | Employee well-being aligns with Proventia's strategy, as it affects employer attractiveness, employee engagement and productivity. Decision-making emphasises safety, well-being at work and a balanced work life.   |
|  | Challenges in attracting and retaining a skilled workforce if social-sustainability-related impacts weaken the company's employer brand. | Risk   | Own operations | All                   | Proventia's business relies on the availability of skilled personnel. Challenges in this area affect the company's reputation and ability to attract talent. Strategy and decision-making highlight equality, training and career-development opportunities. |
| <b>Equal treatment and opportunities for all</b> | Training and skills development: Employee well-being and opportunities for career advancement may improve.                               | Positive impact                                | Own operations | All                   | Proventia maintains top-level expertise by providing an inspiring and supportive environment for the development of high-technology solutions. Employee competence development supports strategic objectives.  |
|  | Career paths strengthen the employer image and help retain existing employees.   | Opportunity                                    | Own operations | All                   | Decision-making prioritises training and career paths that strengthen employee commitment and enhance competitiveness as an employer.  |
|  | Potential cases of discrimination.   | Negative impact                                | Own operations | Short and medium term | Equality and non-discrimination are part of the company's values and Code of Conduct. Decision-making reinforces practices that prevent discrimination and promote diversity.  |

## Policies Related to the Undertaking's Own Workforce (S1-1)

| POLICY                                      | KEY CONTENT  | COVERAGE  | AVAILABILITY                                 |
|---|--|---|--|
| <b>Code of Conduct</b>                      | Ensures responsible and honest conduct in all situations. Fair, equal, non-discriminatory and respectful treatment of employees. Commitment to competence development.                         | Own employees   | Publicly available online                    |
| <b>Proventia Human Rights Commitment</b>    | Proventia's commitment to respecting human rights.   | Own workforce, value chain workers, other external stakeholders | Publicly available online                    |
| <b>Sustainability Policy</b>                | Human rights; promoting wellbeing and safety; encouraging innovation and an open culture.  | Own employees   | Publicly available online                    |
| <b>Equality and Non-Discrimination Plan</b> | Commitment to a non-discriminatory work environment, including pay assessments to evaluate equality and non-discrimination. Defines goals and actions to promote equality and equal treatment. | Own employees   | Available on the company's internal intranet |
| <b>Work Community Development Plan</b>      | Competence development, promotion of wellbeing, early support model, principles for the use of external workforce, monitoring and impact assessment.   | Own employees   | Available on the company's internal intranet |
| <b>Occupational Safety Programme</b>        | Ensures a safe and healthy work environment. Includes risk assessments, occupational safety responsibilities and the work of the occupational safety committee.                                | Own employees   | Available on the company's internal intranet |
| <b>Recruitment Policy</b>                   | Emphasises transparency, equality, non-discrimination and respect for human rights throughout the recruitment process. Supports the company's strategic goals and the promotion of diversity.  | Own workforce   | Internal HR document                         |

### Processes for Engaging with the Undertaking's Own Workforce and Workers' Representatives (S1-2)

Proventia's processes for engaging with its own workforce and workers' representatives regarding impacts are described in the section [Stakeholder Interests and Views \(SBM-2\)](#).

### Processes to Remedy Negative Impacts and Channels for Raising Concerns for the Undertaking's Own Workforce (S1-3)

Proventia ensures employee well-being and responsible conduct through several processes and channels that support transparency, early intervention and a safe working environment:

- **Whistleblowing Channel**

The company has an ethical whistleblowing channel through which employees can confidentially report misconduct, inappropriate behaviour or other ethical violations. The channel supports good governance and transparency, and all reports are handled confidentially.

- **Occupational Safety Organisation**

The occupational safety committee and related practices ensure a safe and healthy working environment for all employees. The organisation monitors and develops workplace safety, identifies and assesses risks, and implements measures to prevent them. Employee-raised risks and development needs are processed systematically. The occupational safety committee meets at least four times a year.

- **Early Support Model**

Proventia applies an early support model to identify and address issues related to work ability and well-being at an early stage. The model promotes open dialogue, supports employee resilience and helps prevent prolonged sick leave and work disability.

- **Cooperation and Employee Involvement**

Proventia's values emphasise collaboration and openness. Employees actively participate in developing operations through cooperation procedures, which strengthens trust and enables concerns to be addressed early. The cooperation committee meets at least four times a year.

Through these processes, Proventia aims to prevent negative impacts and ensure that every employee has a secure and effective channel for raising concerns.



## Implementation of Actions to Address Material Impacts on the Own Workforce, and Practices to Mitigate Material Risks and Leverage Material Opportunities, as well as the Effectiveness of these Actions (S1-4)

| SUSTAINABILITY TOPIC                                   | ACTIONS AND RESOURCES IMPLEMENTED                      | EXPECTED OUTCOME  | SCOPE         | TIME HORIZON |
|--|--|---|---------------|--------------|
| <b>Working conditions</b>                              | Occupational safety trainings, early support practices | Reduction of accidents, improved job satisfaction, reduced sick leave | Own employees | Continuous   |
| <b>Equal treatment and equal opportunities for all</b> | Supervisor training, recruitment policy                | Equal treatment within the workplace community                        | Own employees | Continuous   |

## Targets Related to Managing Material Negative Impacts, Advancing Positive Impacts, and Managing Material Risks and Opportunities (S1-5)

| TARGET                                     | RELATION TO POLICY                   | TARGET LEVEL                         | SCOPE         | TARGET TIMEFRAME | MONITORING AND METRICS  |
|--|--------------------------------------|--------------------------------------|---------------|------------------|---|
| <b>Reduction of sick leave</b>             | Early support practices              | Early support discussions            | Own employees | Not defined      | Annual number of sick-leave days, conducted early support discussions |
| <b>Promotion of equality</b>               | Equality and non-discrimination plan | Diversifying the workforce structure | Own employees | Not defined      | Share of women in the workforce                                       |
| <b>Reduction of occupational accidents</b> | Occupational safety programme        | LTIF 0                               | Own employees | Not defined      | Accident frequency, safety observations                               |
| <b>Competence development</b>              | Workplace development plan           | Training days                        | Own employees | Not defined      | Number of training days per year                                      |

## Characteristics of the Undertaking's Employees (S1-6)

| <b>Rate of employee turnover</b>    | <b>2025</b> |
|-------------------------------------|-------------|
| Exit turnover %                     | 9.0%        |
| Terminated employment relationships | 17          |

| <b>Employees by contract type, broken down by gender</b> |              |            |              | <b>Not reported</b> |
|--|--------------|------------|--------------|---------------------|
|  | <b>Women</b> | <b>Men</b> | <b>Other</b> |                     |
| Personnel  |              |            |              |                     |
| Number of employees                                      | 38           | 149        |              |                     |
| Number of permanent employees (headcount)                | 38           | 149        |              |                     |
| Number of temporary employees (headcount)                | 0            | 0          |              |                     |
| Number of non-guaranteed hours employees (headcount)     | 0            | 0          |              |                     |
| Number of full-time employees (headcount)                | 32           | 145        |              |                     |
| Number of part-time employees                            | 6            | 4          |              |                     |

| <b>Number of employees by contract type, broken down by country</b> | <b>Finland</b> | <b>Czech Republic</b> |
|---|----------------|-----------------------|
| Number of employees (headcount)                                     | 109            | 78                    |
| Number of permanent employees (headcount)                           | 109            | 78                    |
| Number of temporary employees (headcount)                           | 0              | 0                     |
| Number of non-guaranteed hours employees (headcount)                | 0              | 0                     |
| Number of full-time employees (headcount)                           | 103            | 74                    |
| Number of part-time employees                                       | 6              | 4                     |

| <b>Characteristics of non-employee workers in the company's workforce</b> | <b>Finland</b> | <b>Czech Republic</b> |
|---|----------------|-----------------------|
| Gender  |                |                       |
| Men   | 3              | 0                     |
| Women   | 2              | 1                     |
| Total non-employee workers  | 5              | 1                     |

| <b>Characteristics of the company's employees</b> | <b>Number of employees with an employment contract (own workforce, headcount)</b> |
|---|---|
| Gender  |   |
| Men   | 149   |
| Women   | 38  |
| Other   |   |
| Not reported                                      |   |
| <b>Total number of employees</b>                  | <b>187</b>  |

| <b>Number of employees</b>                   | <b>Number of employees with an employment contract (own workforce, headcount)</b> |               |
|--|---|---------------|
| Country                                      |   |               |
| Finland                                      |   | 109           |
| Czech Republic                               |   | 78            |
| <b>Gender distribution at top management</b> | <b>Headcount</b>  | <b>%</b>      |
| Personnel group                              |   |               |
| Top management, women                        | 2   | 29.0%         |
| Top management, men                          | 5   | 71.0%         |
| Top management, not reported                 |   |               |
| <b>Top management, total</b>                 | <b>7</b>  | <b>100.0%</b> |

| <b>Age distribution among employees</b> | <b>Headcount</b> | <b>%</b>      |
|---|------------------|---------------|
| under 30 years old                      | 29               | 16.0%         |
| 30-50 years old                         | 130              | 69.0%         |
| Over the age of 50                      | 28               | 15.0%         |
| <b>Headcount by age</b>                 | <b>187</b>       | <b>100.0%</b> |

### Accounting Principles

The reported employee data has been compiled using HR systems.

The number of employees is reported as the headcount at the end of the reporting period. The headcount includes full-time, part-time, and fixed-term employees on the reporting date.

Turnover rates are calculated based on the number of departures divided by the average number of employees during the reporting period. The number of departing employees includes all employees whose employment relationship has ended.

Gender-related data is based on employees' self-identification. All employee data is stored in HR systems.

# S2 WORKERS IN THE VALUE CHAIN

## Workers in the Value Chain (S2)

### S2 Workers in the value chain

| SUB-TOPIC  | DESCRIPTION AND MATERIALITY  | NEGATIVE OR POSITIVE IMPACT, RISK, OPPORTUNITY | VALUE CHAIN | TIME HORIZON | IMPACT IN RELATION TO THE STRATEGY, BUSINESS MODEL, VALUE CHAIN AND DECISION-MAKING   |
|--|--|--|-------------|--------------|---|
| <b>Working conditions, equal treatment and other work-related rights</b> | Proventia's upstream value chains may include activities where the well-being of value chain workers could be at risk. | Negative impact                                | Upstream    | All          | Adverse conditions in the upstream value chain may also affect Proventia's reputation. Supplier responsibility assessments and collaboration to promote sustainable practices are taken into account in strategy and decision-making. |

## Policies Related to Value Chain Workers (S2-1)

| POLICY                          | KEY CONTENT  | COVERAGE                     | AVAILABILITY                       |
|---------------------------------|--|------------------------------|------------------------------------|
| <b>Code of Conduct</b>          | Proventia requires its suppliers and subcontractors to adhere to the principles of sustainable development. Proventia regularly evaluates suppliers and collaborates with them to promote sustainable practices. | Suppliers, subcontractors    | Publicly available online          |
| <b>Supplier Code of Conduct</b> | The guidelines define requirements related to human rights, equal treatment, fair working conditions, the prohibition of harassment, as well as occupational health and safety.                                  | Suppliers and subcontractors | Available on the Supplier Extranet |

## Processes for Engaging with Value Chain Workers about Impacts(S2-2)

Proventia maintains regular contact with workers in its value chain through supplier and subcontractor audits. In 2025, Proventia assessed a total of three suppliers and conducted audits for three suppliers.

## Processes to Remedy Negative Impacts and Channels for Raising Concerns for Value Chain Workers (S2-3)

Proventia has an EU Whistleblower Directive-compliant reporting channel that enables external stakeholders, including workers in the value chain, such as supplier and subcontractor employees, to report observed misconduct, illegal activities or unethical behaviour confidentially and anonymously.

Through the channel, value chain workers may report, for example, human rights violations, discrimination or other sustainability-related issues and concerns identified in Proventia's operations or within the value chain. All reports are handled confidentially.



# 4 GOVERNANCE INFORMATION

## G1 BUSINESS CONDUCT

| G1 Business conduct   |  |  |                          |              |  |
|---|--|--|--------------------------|--------------|--|
| SUB-TOPIC   | DESCRIPTION AND MATERIALITY  | NEGATIVE OR POSITIVE IMPACT, RISK, OPPORTUNITY | VALUE CHAIN              | TIME HORIZON | IMPACT IN RELATION TO THE STRATEGY, BUSINESS MODEL, VALUE CHAIN AND DECISION-MAKING  |
| <b>Corporate culture</b>  | Failure to comply with the Code of Conduct may lead to negative publicity, resulting in reputational and financial consequences.                                 | Risk   | Own operations           | All          | Compliance with ethical principles is a strategic foundation that influences reputation, risk management and decision-making at all levels. Responsible leadership and transparent communication are central elements of the business model.   |
| <b>Management of relationships with suppliers including payment practices</b> | Unethical or environmentally unsustainable practices by suppliers in the upstream value chain may expose the supply chain to disruptions or reputational damage. | Risk   | Upstream, own operations | All          | Unethical practices in the upstream supply chain could cause significant reputational harm to Proventia. Supplier responsibility and ethical behaviour affect the functioning of the entire value chain and the company's risk profile. Decision-making emphasises responsible procurement practices and transparency. |

### Business Conduct Policies and Corporate Culture (G1-1)

| POLICY                             | KEY CONTENT   | COVERAGE  | AVAILABILITY               |
|------------------------------------|---|---|----------------------------|
| <b>Code of conduct</b>             | Proventia's operations are based on responsibility, integrity and transparency. The company complies with competition legislation, combats corruption and ensures open cooperation with customers and partners. Good governance supports sustainable growth through risk management and internal controls. The corporate culture emphasises sustainable development and ethical practices that guide the daily decision-making of employees and partners. | Proventia's own operations, suppliers and subcontractors. | Publicly available online. |
| <b>Supplier code of conduct</b>    | Compliance with national and international environmental and human rights laws, and an open and agile collaboration culture characterized by transparency, quality, responsibility, and partnership.  | Proventia's suppliers and subcontractors                  | Supplier extranet          |
| <b>Information Security Policy</b> | Proventia ensures business continuity and data protection through a comprehensive information security policy. Its key principles include access-rights management, regular backups, rapid handling of incidents and employee security training. These measures help prevent data breaches and ensure reliable operations in all circumstances.   | Proventia's own operations, partners                      | Internal intranet          |

## Management of Relationships with Suppliers (G1-2)

Proventia’s procurement activities are guided by the company’s general Code of Conduct as well as the Supplier Code of Conduct. These guidelines are based on international agreements and recommendations, including the UN Universal Declaration of Human Rights, ILO conventions, OECD Guidelines for Multinational Enterprises and the UN Global Compact initiative.

The Supplier Code of Conduct applies to all Proventia suppliers and subcontractors and sets out the principles for supplier selection, which include quality, reliability, responsibility and price. The guidelines emphasise that personal interests must not influence decisions. Suppliers and subcontractors are required to comply with Proventia’s ethical guidelines and to act as responsible business partners. This means that suppliers must comply with national laws in the countries where they operate, with international human rights standards and with environmental regulations and practices.

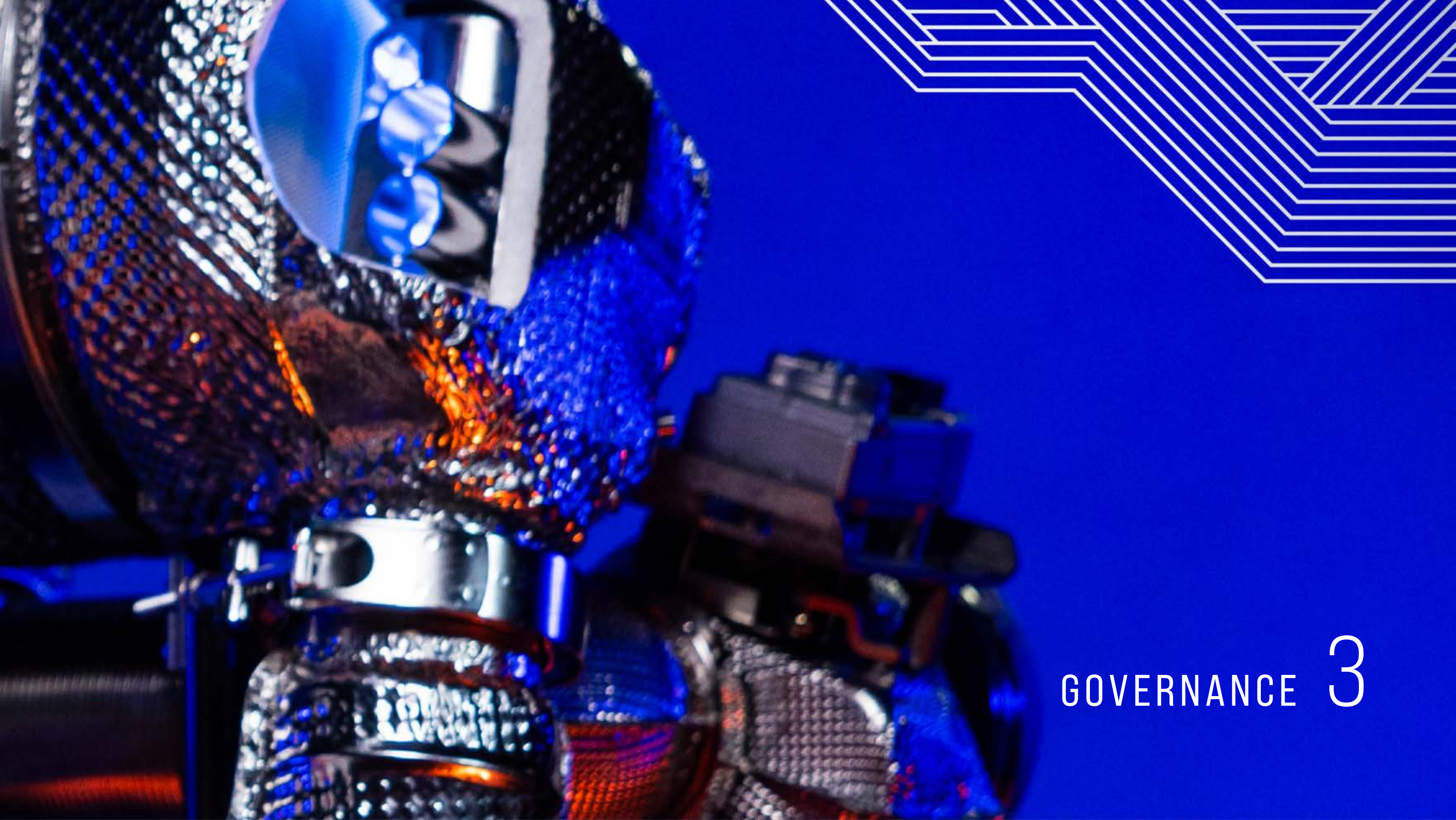
Proventia requires suppliers to commit to corporate responsibility and responsible business conduct across all areas of operation. Suppliers are expected to continuously improve their practices in terms of sustainability, quality and delivery reliability. Proventia may audit suppliers to verify compliance with the Supplier Code of Conduct.

Suppliers must provide documentation and information when requested and implement corrective actions if any non-compliance is identified.

## Incidents of Corruption or Bribery (G1-4)

During the reporting period, no notifications were received through the whistleblowing channel that would have required processing under the ethical misconduct reporting procedure.

| <b>Number of reports received via the whistleblowing channel in 2025</b> | <b>2025</b> |
|--|-------------|
| All reports  | 0           |
| Reports leading to investigation   | 0           |



GOVERNANCE 3

# CORPORATE GOVERNANCE STATEMENT

## INTRODUCTIONS

Proventia Group Oyj presents this Corporate Governance Statement as a separate report from the Report of the Board of Directors. The report has been reviewed at Proventia Group Oyj's Board of Directors' Audit Committee meeting on 16<sup>th</sup> of March 2026 and at Board meeting on 18<sup>th</sup> of March 2026. This statement, as well as the company's financial statements, the report of the Board of Directors and the auditor's report, as well as a voluntary sustainability report to be published as part of the annual report, are available on the Company's [website](#).

Proventia Group Oyj ("Proventia" or the "Company") is a Finnish limited liability company with its registered office in Oulu, Finland. The parent company, Proventia Group Oyj, and its subsidiaries form the Proventia Group.

Legal compliance and responsible and ethical practices are the foundation of all of Proventia's businesses. The company follows, among others, the Finnish Limited Liability Companies Act and other applicable laws and regulations, the company's Articles of Association, Board and committee charters, corporate policies and guidelines.

The Company is not a listed company, i.e. its shares are not traded on a regulated market as

referred to in the Act on Trading in Financial Instruments, so the Company complies with the Finnish Corporate Governance Code 2025, which is publicly available on the website of the Securities Market Association at [www.cgfinland.fi](http://www.cgfinland.fi) only where applicable. For the same reason, this Corporate Governance Statement complies with the reporting requirements of the Corporate Governance Code where applicable, and the Company does not report any deviations from the recommendations of the Corporate Governance Code.

## GOVERNANCE STRUCTURE

Proventia uses so-called one-tier governance model, which, in addition to the general meeting of shareholders, comprises the Board of Directors and the President & CEO. In the operative management of the company, the President & CEO is assisted by the Group Management Team.

### General Meeting

The highest decision-making power in Proventia is exercised by the shareholders at the Company's General Meeting. Proventia has only one class of shares with each share carrying one vote at a General Meeting.



Matters falling within the shareholders' decision-making power are defined in the Articles of Association and in the Limited Liability Companies Act. The shareholder's right to have a matter addressed at the General Meeting is

provided for in the Limited Liability Companies Act.

According to Proventia's Articles of Association, the annual general meeting shall be held annually on the day determined by the Board of Directors

within six months from the end of the financial period either at the company's registered domicile, in Oulu, or in Helsinki. The company's Board of Directors convenes the shareholders to the meeting. An Extraordinary General Meeting shall be convened if the Board of Directors deems it necessary. In addition, the Auditor or shareholders holding in total one-tenth of all shares may demand an Extraordinary General Meeting to be held for a specific matter.

The Company aims for all members of Board of Directors, the President & CEO, and the Auditor to be present at the Annual General Meeting.

Shareholders are invited to attend a General Meeting by a Notice of the General Meeting published on the Company's [website](#). The Notice and other General Meeting documents, including proposals to the General Meeting, are made available to shareholders no later than three weeks prior to the General Meeting on the Company's website. General Meeting resolutions are published without delay after the meeting in a stock exchange release. General Meeting Minutes are made available to shareholders on Company's website within two weeks of the General Meeting. General meeting documents are available on the company's [website](#).

### **Annual General Meeting 2025**

The Annual General Meeting was held on 15.4.2025.

### **Shareholders' Nomination Board**

Company's general meeting has established Shareholders' Nomination Board to prepare matters pertaining to the appointment and remuneration of the Board of Directors and approved the Shareholders' Nomination Board's Charter. Shareholders' Nomination Board's Charter is available on the company's [website](#).

Shareholders' Nomination Board consists of three (3) members nominated by the company's three largest shareholders. In addition, the Chair of the Board of Directors participates in the work of the Shareholders' Nomination Board as an expert. Shareholders' Nomination Board may also include members of the Board of Directors and the Chair of the Board of Directors may also be appointed as a member of the Nomination Board. The members of the Nomination Board are appointed annually, and their term of office ends when new members have been appointed.

The main task of the Shareholders' Nomination Board is to ensure that the Board of Directors and its members have sufficient competence and experience to meet the company's needs and, for this purpose, to prepare well-founded proposals to the Annual General Meeting regarding the election and remuneration of the members of the Board of Directors. Shareholders' Nomination Board's proposal for the composition and remuneration of the Board of Directors is included in the notice of the general meeting.

### **Shareholders' Nomination Board's Composition and Work in 2025**

Shareholders' Nomination Board has in 2025 consisted of the following members nominated by the company's three largest shareholders: Lauri Antila (chair), Kalle Kekkonen and Harri Suutari. The personal details of the members can be found in the Board of Directors - [section](#) of this report. The Shareholders' Nomination Board presented its proposals for the AGM to the Board of Directors on 18.3.2025.

### **Board of Directors**

The Annual General Meeting annually elects the Board of Directors, which, according to the Articles of Association, consists of three to eight members. The term of office of the Board of Directors lasts until the end of the next Annual General Meeting. The Board of Directors elects the Chair and the Vice Chair of the Board of Directors from among its members.

The duties and responsibilities of the Company's Board of Directors are based on the Limited Liability Companies Act. The Company's Board of Directors is responsible for the administration and the proper organisation of the operations of the Company. The Board of Directors appoints and discharges the President & CEO, approves the strategic objectives and the principles of risk management for the Company, and ensures the proper operation and supervision of the management system. The Board of Directors shall also ensure that the supervision of the Company's

accounting and financial management is appropriately arranged.

Board of Directors has approved a Charter that defines the Board of Directors main duties and working principles.

The Shareholders' Nomination Board prepares proposals for the Annual General Meeting concerning the election of the members of the Board of Directors.

The Board of Directors convenes in accordance with the annual meeting calendar and holds additional meetings when necessary. The Board shall constitute a quorum when more than half of its members are present. Board meetings are regularly attended by the President & CEO, CFO and General Counsel, who acts as the secretary of the meetings.

The Board of Directors evaluates its work annually as a self-assessment. The purpose of evaluating the performance of the Board is to determine how the activities of the Board and its committees have been carried out during the year and to serve as a basis for evaluating the operating methods, composition and election of potential new members of the Board.

# BOARD OF DIRECTORS ON 31 DECEMBER 2025



Chair of the Board of Directors

**Harri Suutari**  
b. 1959, B.Sc. (Engineering)

Chair of the Board since 2018

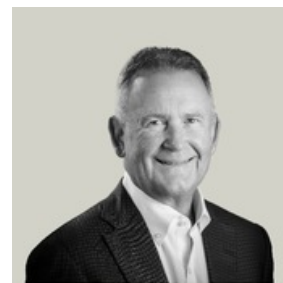


Vice Chair of the Board of Directors

**Lauri Antila**  
b. 1976, M.Sc. (Engineering)

Member of the Board since 2018

**Main occupation:**  
Head Invest Oy, CEO



Member of the Board of Directors

**Gary L. Collar**  
b. 1956, B. Sc. Business Administration

Member of the Board since 2024



Member of the Board of Directors  
Member of the Audit Committee

**Kalle Kekkonen**  
b. 1978, M.Sc. (Economics and Business Administration)

Member of the Board since 2022

**Main occupation:**  
Managing Partner, Evli Private Capital Oy



Member of the Board of Directors

**Johnny Pehkonen**  
b. 1973, M.Sc. (Engineering)

Member of the Board since 2019

**Main occupation:**  
Brightplus, Business Development Director



Member of the Board of Directors  
Chair of the Audit Committee

**Tommi Salunen**  
b. 1972, M.Sc. (Economics and Business Administration)

Member of the Board since 2018

**Main occupation:**  
Aava Advisors Ltd, Founder and Chairperson of the Board of Directors



Member of the Board of Directors  
Member of the Audit Committee

**Erja Sankari**  
b. 1973, M.Sc. (Economics and Business Administration)

Member of the Board since 2023

**Main occupation:**  
Foamit Oyj, CEO

More information about our Board of Directors: [proventia.com/about-us/management-board-of-directors/](https://proventia.com/about-us/management-board-of-directors/)

## Board of Directors' Independence

The majority of the directors shall be independent of the Company. At least two directors who are independent of the Company shall also be independent of the significant shareholders of the Company. Each director shall provide the Board with sufficient information so as to allow the Board to evaluate his/her independence. Each director shall also notify the Board of any changes in factors that may affect his/her independence and express his/her own opinion of his/her independence.

The Board of Directors annually evaluates the independence of its members. The independence of the members of the Board of Directors is presented in the following table.

| Board member              | Independent of the company | Independent of a significant shareholder |
|---------------------------|----------------------------|--|
| Harri Suutari (Chair)     | Yes                        | Yes                                      |
| Lauri Antila (Vice Chair) | Yes                        | No <sup>1</sup>                          |
| Gary L. Collar            | Yes                        | Yes                                      |
| Kalle Kekkonen            | Yes                        | No <sup>2</sup>                          |
| Johnny Pehkonen           | Yes                        | No <sup>3</sup>                          |
| Tommi Salunen             | Yes                        | Yes                                      |
| Erja Sankari              | Yes                        | Yes                                      |

<sup>1</sup> The member is in an employment or service relationship with a significant shareholder, and a person within the member's family circle is a member of the Board of Directors of a significant shareholder.

<sup>2</sup> The member is a member of the Board of Directors of an entity that has control over a significant shareholder.

<sup>3</sup> A person within the member's family circle is a member of the Board of Directors of a major shareholder.

## Diversity of the Board of Directors

A person elected as a member of the Board of Directors must have the qualifications required for the position and the opportunity to devote sufficient time to the performance of the task. The Board of Directors has approved the Board of Directors' diversity policy, the purpose of which is to define the principles and objectives for achieving a diversity of the Board composition that is appropriate for the Company's operations, which promotes the efficient operation of the Board of Directors, supports the company's business and its development, promotes good corporate governance and effective management supervision and succession planning.

The Shareholders' Nomination Board takes into account the diversity factors essential to the Company as defined in the Diversity Policy of the Board of Directors and other criteria affecting the election of the members of the Board of Directors when preparing proposals for the members of the Board of Directors to the General Meeting.

The Company has set itself the objective that the composition of the Board of Directors fulfils the diversity factors that are material to the Company:

- directors' complementary professional and educational background, experience in industries or geographic areas relevant to the Company as well as different areas of business like e.g. international business, operative management, strategic planning, financing, financial reporting, risk management, corporate responsibility (ESG), governance and compliance

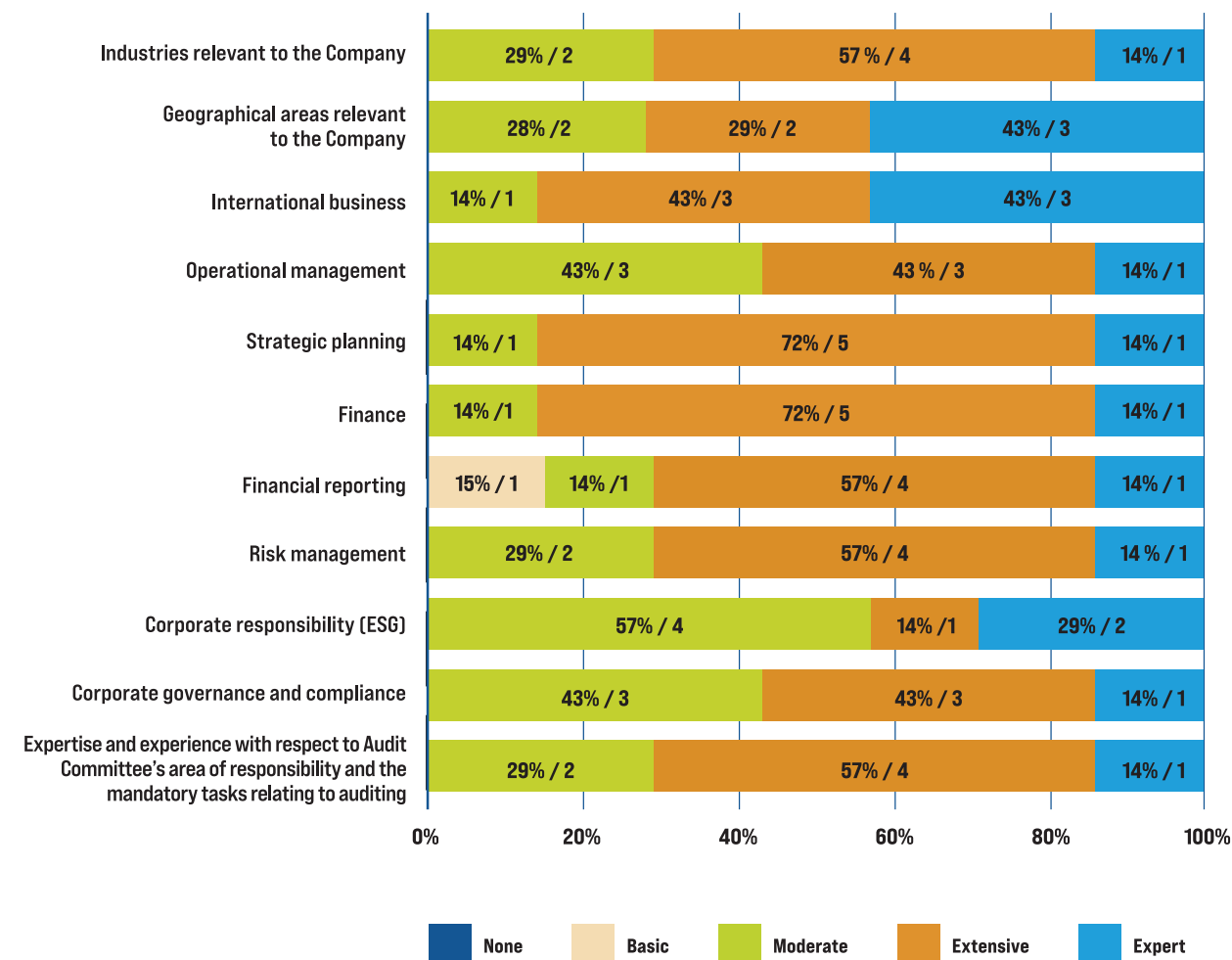
- sufficient expertise and experience with respect to Audit Committee's area of responsibility and the mandatory tasks relating to auditing in accordance with the CG Code
- Gender balance, regarding which Company's objective is, in accordance with Limited Liability Companies Act and CG Code, that at least 40

per cent of the members of the Company's Board of Directors are members of the under-represented sex.

The Board of Directors annually assesses the fulfilment of the diversity factors.

The diversity of the members of the Board of Directors is presented in the following tables.

### Diversity factors related to Board's competence



## Distribution of Board members by gender, nationality, age and term of office

| Diversity of the Board of Directors | %   | Number of people |
|-------------------------------------|-----|------------------|
| <b>Gender</b>                       |     |                  |
| Men                                 | 86% | 6                |
| Women                               | 14% | 1                |
| <b>Nationality</b>                  |     |                  |
| Finland                             | 86% | 6                |
| USA                                 | 14% | 1                |
| <b>Age</b>                          |     |                  |
| 41-50 v                             | 29% | 2                |
| 51-60 v                             | 43% | 3                |
| 61-70 v                             | 29% | 2                |
| >70 v                               | 0%  | 0                |
| <b>Term of office</b>               |     |                  |
| 2-5 v                               | 43% | 3                |
| 6-9 v                               | 57% | 4                |
| >10 v                               | 0%  | 0                |

## Attendance of Board members in Board meetings 2025

| Board member              | Attendance in the meetings | Attendance -% |
|---------------------------|----------------------------|---------------|
| Harri Suutari (Chair)     | 10/10                      | 100%          |
| Lauri Antila (Vice Chair) | 10/10                      | 100%          |
| Gary L. Collar            | 9/10                       | 90%           |
| Kalle Kekkonen            | 10/10                      | 100%          |
| Johnny Pehkonen           | 10/10                      | 100%          |
| Tommi Salunen             | 10/10                      | 100%          |
| Erja Sankari              | 10/10                      | 100%          |

## Audit Committee

The Board of Directors has appointed an Audit Committee from among its members and confirmed the Charter of the Audit Committee, which defines the key tasks and operating principles of the Audit Committee. The Audit Committee does not have independent decision-making powers, but it acts as a preparatory body whose matters are brought to the Board of Directors for decision. The Audit Committee reports to the Board of Directors on a regular basis.

At its constitutive meeting after the Annual General Meeting, the Board of Directors elects 3 members from among its members to the Audit Committee and appoints one of them as the Chair of the Committee. The term of office of the members is one year, and the term of office expires at the end of the next Annual General Meeting following the election.

The majority of the members of the Audit Committee must be independent of the Company and at least one member must be independent of the Company's significant shareholders. The Chair of the Audit Committee must be independent of the company and the company's significant shareholders. At least one member of the Audit Committee must have the expertise and experience required by law, taking into account the Committee's area of responsibility and the mandatory tasks related to auditing. Pursuant to the Limited Liability Companies Act, no person who participates in the day-to-day management of the company or a company belonging to the same

group of companies may be elected as a member of the Audit Committee.

The duties of the Audit Committee include, in particular, with regard to the Company's financial reporting and auditing:

- monitor and evaluate the company's financial reporting system and the effectiveness of its internal control, auditing and risk management systems;
- monitor and assess the independence of the auditor, in particular the auditor's provision of non-audit services;
- monitor and evaluate the Company's audit and prepare the election of the Company's auditor

## Composition of the Audit Committee 2025

Until the end of the Annual General Meeting 2025, the Audit Committee consisted of the following members of the Board of Directors, who were re-elected by the Board of Directors as members of the Audit Committee in its constitutive meeting held after the Annual General Meeting 2025: Tommi Salunen (Chairman), Kalle Kekkonen and Erja Sankari. The personal details of the members can be found in the Board of Directors [section](#) of this report.

## Attendance of the members of the Audit Committee in Committee meetings in 2025

In 2025, the Audit Committee held 6 meetings. The attendance of the members of the Audit Committee is presented in the following table.

| Audit Committee member | Attendance in the meetings | Attendance -% |
|------------------------|----------------------------|---------------|
| Tommi Salunen (Chair)  | 6/6                        | 100%          |
| Kalle Kekkonen         | 5/6                        | 83%           |
| Erja Sankari           | 6/6                        | 100%          |

## President & CEO and Management Team

The Board of Directors appoints Proventia's President & CEO and decides on his or her remuneration and other terms of employment defined in a written employment contract. The President & CEO is responsible for the implementation of the objectives, plans, policies and targets set by the Board of Directors. According to the Limited Liability Companies Act, the President & CEO is responsible for ensuring that the Company's accounting is in accordance with the law and that financial management is arranged reliably. The Board of Directors evaluates the work of the President & CEO and the achievement of the targets set for him.

The Group Management Team, which supports the President & CEO, is responsible for the development and operational activities of the Group and its business in accordance with the objectives set by the Board of Directors and the President & CEO. The Management Team assists the President & CEO in the preparation of the strategy, operating principles and other matters common to the business operations and the Company, among other things. The Group Management Team is chaired by the President & CEO.

# MANAGEMENT TEAM ON 31 DECEMBER 2025



President & CEO  
**Jari Lotvonen**  
b. 1968, Automation engineer

CEO and a member of the Management Team since 2004  
Joined Proventia in 2004



CFO  
**Tommi Aarnio**  
b. 1983, M.Sc. (Economics and Business Administration)

CFO since 2023  
Member of the Management Team since 2023  
Joined Proventia in 2023



General Counsel  
**Sanna Raatikainen**  
b.1972, LL.M with court training

General Counsel since 2024  
Member of the Management Team since 2024  
Joined Proventia in 2024



Director, Development, HR & ICT  
**Kaisu Kivioja**  
b. 1968, Vocational Qualification in Business and Administration

Director of Development since 2023  
Member of the Management Team since 2011  
Joined Proventia in 2008



Vice President, Sales  
**Petri Saari**  
b. 1969, Mechanical Engineer

Vice President since 2007  
Member of the Management Team since 2011  
Joined Proventia in 2007



Director, Technology  
**Arno Amberla**  
b. 1974, M.Sc. (Engineering)

Director, Technology since 2009  
Member of the Management Team since 2011  
Joined Proventia in 2000



Director, Operations  
**Tomi Palovaara**  
b. 1974, M.Sc. (Engineering)

Director, Production since 2015  
Member of the Management Team since 2015  
Joined Proventia in 2007

More information about our Management Team: [proventia.com/about-us/management-board-of-directors/](https://proventia.com/about-us/management-board-of-directors/)

Additionally, until September 9, 2025, the Management Team also included Jari Granath, Aaro Heilala, and Jani Mäntylä.

# INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS RELATING TO THE FINANCIAL REPORTING PROCESS

## Financial reporting

The Group's financial results are reported and analysed internally on a monthly basis and published as a Financial Statements Bulletin, Half-Year Financial Report and Interim Reports.

The internal control and risk management principles, guidelines, practices and responsibilities related to Proventia's financial reporting process are designed to ensure that financial reporting is reliable and that the financial statements have been prepared in accordance with applicable laws, regulations and the Company's operating principles.

## Internal control

The purpose of internal control in Proventia Group is to ensure the efficiency and productivity of the Company's operations, the reliability of financial and operational management reporting, and compliance with applicable laws and regulations and internal guidelines in the Group. Internal control is an essential part of Proventia's business management and ensuring the achievement of goals. The Group strives to organise internal control efficiently so that deviations from the objectives are detected as early as possible or so that they can be prevented.

The Board of Directors, supported by the Audit Committee, has overall responsibility for the establishment of an effective internal control and risk management system and assesses the monitoring and evaluation of the effectiveness of internal control and auditing as well as risk management systems. The responsibility for maintaining effective risk management and internal control of financial reporting has been delegated to the President & CEO. The CFO is responsible for the administration, processes and tools of internal control. The Group Management Team and the management of the Group companies are responsible for the implementation of the internal control processes in their respective areas of responsibility. The tasks of the Group's finance department include monitoring the effectiveness of controls in connection with financial reporting.

Proventia's internal control related to financial reporting consists of five areas of internal control:

- **control environment**
  - Control is based on a responsible management model and organisational structures in which responsibilities and obligations are clearly defined.
  - Internal control tools include policies and principles, instructions, decision and approval authorizations, access rights, hardware and software controls, manual controls, reconciliations, follow-up reports, and audits and self-assessments
- **risk assessment**
  - The identification, assessment, management and implementation of risk management is a

continuous process based on the risk management policy approved by the Board of Directors

- **control activities**
  - Control activities include a range of activities such as approvals, authorisations, verifications, reconciliations, reviews of operating performance, the security of assets, and the segregation of duties, as well as IT general controls that are aimed at preventing, detecting, and correcting material accounting and disclosure errors and irregularities and are performed on all company levels
- **information and communication**
  - In order to ensure an efficient and functional internal control environment and to achieve the objectives of internal control, internal and external communication is open, transparent, accurate and timely.
  - The policies, principles and guidelines are available to the staff, and training related to them is organised regularly.
- **monitoring**
  - The effectiveness of the process for assessing risks and the execution of control activities are monitored continuously at various levels of organisation. Monitoring involves both formal and informal procedures applied by management, such as reviewing forecasts, plans and external audit reports as well as monitoring and reviewing financial reports and comparing them against approved budget, plans and key performance indicators

## Risk management

Risk management is part of everyday operations and its purpose is to support the achievement of business goals and create operational conditions in which business-related risks are managed comprehensively and systematically at all levels of the organization. Risk management is guided by the risk management policy approved by the Board of Directors, which defines the objectives and principles of risk management, its organisation and responsibilities, and operating methods. The principle is to identify risks, assess their magnitude and significance, define measures to reduce the risk, and decide on their implementation and monitoring of their impacts.

Proventia uses a Group-level risk assessment and reporting model, and the Group conducts an annual comprehensive risk assessment, in which the probability and impact on the business are assessed with regard to the risks that are most material to the achievement of the Group's strategy and other objectives, and risk management measures are mapped. The risk assessments are updated, for example, for the risk assessments in interim reports. The results of the risk assessment are reported to the Board of Directors.

The responsibility for carrying out the risk assessment and implementing risk management lies with the Group Management Team under the leadership of the CFO responsible for risk management. Proventia's Board of Directors is responsible for determining the Group's risk-taking level and decides on strategic risk-taking. The Board of Directors is also responsible for

monitoring and evaluating the effectiveness of risk management systems with the assistance of the Board's Audit Committee.

## OTHER INFORMATION TO BE PROVIDED IN THE CG STATEMENT

### Internal audit

The company does not have an internal audit function. In accordance with its charter, the Board's Audit Committee assesses the necessity of establishing an internal audit function. The Audit Committee may use internal or external resources to carry out separate internal audits.

### Principles concerning related party transactions

The company's Board of Directors has defined the principles for monitoring and evaluating related party transactions. A related party transaction refers to an agreement or other legal transaction between a company and a member of its closely associated parties. The company's business operations may include transactions with parties related to the company, regularly or less frequently. Transactions between the company and its related parties are acceptable when they are in accordance with the purpose of the company's operations and the company's interests and there are commercial grounds for them.

The Board of Directors decides on related party transactions that are not part of the company's ordinary course of business or that are not carried out on customary commercial terms. A decision by the Board of Directors is not required for related party transactions carried out on ordinary and customary commercial terms.

The company keeps records of people and legal entities belonging to its related parties in order to identify related party transactions. A company's related party refers to the related parties of a listed company in accordance with the Finnish Companies Act (IAS 24).

The company evaluates and monitors transactions with its related parties and ensures that the company has identification, decision-making, approval, reporting and supervision practices that take due account of the principles of the Limited Liability Companies Act and conflict of interest issues, as well as the requirements of ordinary operations and arm's length.

### Audit

The statutory audit includes the accounting of the financial year, the financial statements and the audit of administration. In addition to the annual auditor's report, the auditors regularly report to the Board of Directors on their audit findings and, if necessary, participate in the meetings of the Board's Audit Committee and the Board of Directors.

The Annual General Meeting elects the Company's auditor and decides on the remuneration of the auditor. According to the Articles of Association, the Company has at least one Authorised Public Accountant and one Deputy Auditor, or alternatively at least one audit firm with an Authorised Public Accountant as the principal auditor. The Company's Audit Committee prepares a proposal for the election of the auditor and the remuneration of the auditor to the Board of Directors, and the Board of Directors makes a proposal to the Annual General Meeting. The term of office of the auditor is the current financial year at the time of its election. The auditor's term of office expires at the end of the Annual General Meeting following the election.

### Auditor 2025

Until the end of the 2025 Annual General Meeting, the company's auditor has been Ernst & Young Oy, with Jari Karppinen, Authorised Public Accountant, as the principal auditor.

The Annual General Meeting 2025 elected Ernst & Young Oy, authorised public accountants, as the company's auditor, with Milla Karjalainen, Authorised Public Accountant, as the principal auditor.

### Remuneration paid to the auditor in 2025

According to the decision of the Annual General Meeting, the auditor's remuneration and travel expenses will be paid according to a reasonable invoice.

Fees paid to the auditor for audit services and other than audit services are presented in the following table.

|   | 1000 EUR   |
|---|------------|
| Fees paid to the auditor for audit services                         | 102        |
| Fees paid to the auditor for other than audit services <sup>a</sup> | 94         |
| <b>Total</b>  | <b>196</b> |

Fi

A close-up photograph of electronic components on a circuit board, including a large black cylindrical component and several smaller components. The image is overlaid with a stylized white circuit graphic in the top right corner. The text "FINANCIAL STATEMENTS 4" is positioned in the bottom right corner.

FINANCIAL STATEMENTS 4

# FINANCIAL STATEMENTS JAN 1, 2025 – DEC 31, 2025

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These financial statements must be retained until December 31, 2035.

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Tel. +358 20 78 10 200  
www.proventia.com

Domicile: Oulu  
Business ID: 1612236-0

# IN BRIEF

THE GROUP'S NET SALES INCREASED BY

13.1%

FROM THE PREVIOUS YEAR TO [-1.5%]

EUR 47.4 MILLION

[41.9 million]

THE OPERATING PROFIT WAS

EUR 5.7 MILLION

[5.2 million]

THE OPERATING PROFIT RATE WAS

12.1%

[12.3%]

PROFIT FOR THE PERIOD WAS

EUR 4.3 MILLION

[3.9 million]

CASH FLOW FROM OPERATING ACTIVITIES WAS

EUR 5.8 MILLION

[5.3 million]

NET DEBT WAS

EUR 0.1 MILLION

[-6.9 million]

THE NUMBER OF PERSONNEL AT THE END OF THE FINANCIAL YEAR WAS

187

[176]

# BOARD OF DIRECTORS' REPORT

## REVIEW OF 2025

The year 2025 was a period of profitable growth and determined strategic progress for Proventia. The company's market position strengthened through new OEM customer relationships, and the number of product development projects reached an all-time high. In particular, three new product development and manufacturing agreements with leading global off-highway machinery manufacturers accelerated net sales growth.

### Operating Environment

The market situation during the year was twofold. In the agricultural and forestry machinery sectors, machine sales volumes remained below the long-term average, whereas strong demand in the mining industry continued throughout the year, balancing the overall market.

### Product Development

With new customer agreements, several product development projects were launched during the year. These projects will continue for several years and will proceed to serial production in stages over the coming years. Proventia invested in optimizing its emission control systems in line with customer requirements and expanded the focus of product development to include higher engine power categories. In addition to its battery systems, the company also developed hybrid powertrain solutions. The long-term supply agreement concluded at the end of the year with a European battery cell manufacturer strengthened the development of a European battery system development.

### Strategic Decisions and Investments

In December 2024, Proventia's Board of Directors made a strategic decision to classify the Test Solutions business as an asset held for sale in accordance with IFRS. In June 2025, the Board decided to

discontinue the Test Solutions business by the end of 2025. The discontinuation decision was implemented as planned during the financial year.

Proventia also decided to establish a company in the United States, in Texas. The most significant investment of the review period was the expansion of the Oulunsalo Technology Center, which improves product development lead times and supports growth. The organizational structure was renewed into a functional model to ensure more efficient resource allocation.

## STRATEGY AND ITS IMPLEMENTATION

Proventia's objective is to be a leading technology supplier for the engine and machinery industries. The company develops and manufactures solutions that enable the company's customers design and produce cleaner and more energy-efficient machines and equipment.

### Development of the market environment and its impact on the strategy

In 2025, changes in the market environment reinforced the relevance of the strategy and guided its implementation, particularly in the focus areas of product development. Customers allocated their R&D investments both to optimizing current engine and machinery generations and to developing entirely new engine solutions. Key objectives included improving energy efficiency, increasing fuel economy, and reducing life-cycle costs of machines.

### Role of product development in implementing the strategy

Product development played a central role in executing the strategy. The company allocated its R&D resources to technologies expected to provide customers with long-term competitive advantages and to support electrification programs in applications where electrification is feasible from the perspectives of infrastructure, productivity, or energy efficiency.

Within the emissions control product group, Proventia focused on developing compact and modular emission control systems. These projects emphasized optimizing space usage and fuel efficiency, as well as ensuring that modular systems can be integrated cost-effectively into various off-highway machine

platforms. Proventia also expanded its R&D into larger engine categories to strengthen its ability to serve new applications and widen its market reach.

For electric powertrains, development efforts focused on hybrid powertrain solutions and on the design and production of a European energy-battery platform. In electrification projects, customers' key goals were to improve machine productivity and/or achieve significant fuel savings, factors that guided the technical direction of solutions.

The expansion of the Oulunsalo Technology Center increased product development capacity and strengthened the company's ability to carry out long-term technological development. This investment reinforced R&D operations and supports the company's future growth potential.

### Customer Relationships

A comprehensive understanding of customer needs, proactive customer service, and creating a positive customer experience form the foundation of Proventia's success. In 2025, the company strengthened its market position and deepened its collaboration with key customers. Proventia entered into two new OEM customer relationships with leading global players, one an American manufacturer and the other a Japanese manufacturer. These new partnerships reinforced the company's position in both markets. One of the year's key achievements was receiving Partner Level Supplier status from AGCO Corporation, reflecting Proventia's technological expertise, delivery reliability, and ability to serve as a trusted partner for global customers.

### Expanding geographical presence

In June 2025, Proventia's Board of Directors decided to establish a company in Texas, USA. This decision strengthens the company's ability to serve its existing American customers and creates a foundation for new customer relationships in a strategically significant market.

### Strengthening operational efficiency

The primary goals of Proventia's production operations are high quality, cost-effectiveness, delivery reliability, and agile response to customer needs and market changes, all while considering sustainability aspects. Investments in the Czech factory and advancements in manufacturing technologies enhanced the company's ability to meet the growing delivery volumes of European customers in the years ahead. We also invested in our international subcontracting network to strengthen cost competitiveness and manufacturing flexibility, supporting growth especially with global OEM customers.

### Summary

Overall, Proventia's strategy progressed systematically in 2025. Significant investments in product development, the decision to expand geographical presence, and securing production capacity created a strong foundation for sustainable and profitable growth.

## KEY FIGURES: PERFORMANCE AND FINANCIAL POSITION

Proventia Group's key figures are presented in the table below. The figures for the Group have been presented in accordance with IFRS. The figures for the parent company have been reported in accordance with Finnish accounting standards (FAS).

### PROVENTIA GROUP'S KEY FIGURES

| EUR 1,000                            | 2025   | 2024   | 2023   |
|--------------------------------------|--------|--------|--------|
| Net sales, EUR 1,000                 | 47,426 | 41,927 | 42,557 |
| Operating profit, EUR 1,000          | 5,717  | 5,175  | 7,421  |
| Operating profit, %                  | 12.1%  | 12.3%  | 17.4%  |
| Return on equity (ROE), %            | 9.3%   | 5.8%   | 20.9%  |
| Equity ratio, %                      | 59.1%  | 67.1%  | 62.9%  |
| Return on capital employed (ROCE), % | 11.8%  | 9.1%   | 22.7%  |
| Net debt, EUR 1,000                  | 68     | -6,867 | -6,394 |

### PARENT COMPANY'S KEY FIGURES (FAS)

| EUR 1,000                            | 2025   | 2024   | 2023  |
|--------------------------------------|--------|--------|-------|
| Net sales, EUR 1,000                 | 3,299  | 3,124  | 2,975 |
| Operating profit, EUR 1,000          | -114   | -25    | -7    |
| Operating profit, %                  | -3.4%  | -0.8%  | -0.2% |
| Return on equity (ROE), %            | 0.1%   | 62.7%  | 28.0% |
| Equity ratio, %                      | 97.5%  | 98.5%  | 96.7% |
| Return on capital employed (ROCE), % | 0.1%   | 62.7%  | 28.3% |
| Net debt, EUR 1,000                  | -1,991 | -6,499 | -933  |

### THE KEY FIGURES HAVE BEEN CALCULATED AS FOLLOWS:

#### Return on equity (ROE), % (including discontinued operations)

$$\frac{(\text{Profit before taxes} - \text{income taxes})}{\text{Average shareholders' equity during the period}} \times 100$$

#### Equity ratio, % (including discontinued operations)

$$\frac{\text{Shareholders' equity}}{(\text{Balance sheet total} - \text{contract liabilities})} \times 100$$

#### Return on capital employed, % (ROCE) (including discontinued operations)

$$\frac{(\text{Profit before appropriations and taxes} + \text{financing costs})}{(\text{Average shareholders' equity during the period} + \text{average interest-bearing liabilities during the period})} \times 100$$

#### Net debt (including discontinued operations)

Total long-term and short-term loans from financial institutions + lease liabilities - cash and cash equivalents

## NET SALES AND THE DEVELOPMENT OF PROFIT

In 2025, Proventia's net sales increased by 13.1% from the previous year to EUR 47.4 (41.9) million. (The figures in brackets refer to the corresponding period in the previous year, unless otherwise indicated.) In 2025, operating profit increased by 10.5% to EUR 5.7 (5.2) million. Profit was EUR 4.3 (3.9) million. Undiluted earnings per share were EUR 0.26 (0.24), while diluted earnings per share were EUR 0.25 (0.23).

## BALANCE SHEET, CASH FLOW AND FINANCING

At the end of 2025, the consolidated balance sheet total stood at EUR 39.4 (39.4) million. The Group's equity ratio was 59.1% (67.1%). The Group's cash flow from operating activities was EUR 5.8 (5.3) million. At the end of 2025, the Group's liquid assets amounted to EUR 6.0 (5.2) million. In addition, the company held EUR 1.1 (5.1) million in other short-term financial assets. The company has a revolving credit facility of EUR 4.0 million, of which EUR 0.0 (0.0) million was in use on the closing date. On December 31, 2025, the Group's interest-bearing liabilities stood at EUR 7.2 (3.4) million.

## RESEARCH AND DEVELOPMENT

R&D expenses totalled EUR 4.1 million in year 2025 (EUR 3.2 million in 2024 and EUR 3.4 million in 2023), comprising 8.6% of the Group's net sales (7.6% in 2024 and 8.0% in 2023). R&D expenses of EUR 1.2 million have been capitalized on the balance sheet as development expenses (EUR 1.3 million in 2024 and EUR 1.3 million in 2023). R&D expenses recognized through profit or loss totalled EUR 2.9 million (EUR 1.9 million in 2024 and EUR 2.1 million in 2023). Interest-bearing liabilities consisted of IFRS 16 lease liabilities, and the increase in liabilities was mainly attributable to the lease liabilities of the new Oulunsalo facility completed at the end of 2025.

## INVESTMENTS

The Group's investments in tangible and intangible assets were EUR 1.9 (3.5) million.

## PERSONNEL

During the financial year, the Group had an average of 184 employees (172 employees in 2024 and 160 employees in 2023). At the end of the financial year, the Group had 187 employees (176 employees in 2024 and 165 employees in 2023). Of these, 109 (105) worked in Finland, 78 (70) in the Czech Republic and 0 (1) in the UK.

## GROUP STRUCTURE

The Group's parent company is Proventia Group Corporation, which is a Finnish limited liability company. The Company is domiciled in Oulu, Finland. The Group's subsidiaries are Proventia Oy, Proventia Czech s.r.o. and Proventia UK Limited.

## BOARD OF DIRECTORS, MANAGEMENT AND AUDITORS

Harri Suutari (Chair), Lauri Antila, Tommi Salunen, Johnny Pehkonen, Kalle Kekkonen, Erja Sankari and Gary Collar formed the company's Board of Directors.

The Board of Directors appointed the Audit Committee from among its members. Tommi Salunen has served as the Audit Committee's Chair, and Kalle Kekkonen and Erja Sankari as its members.

The Group's Management Team consists of the following roles and members: Jari Lotvonen, CEO; Tommi Aarnio, CFO; Kaisu Kivioja, Director, Development, HR & ICT; Sanna Raatikainen, General Counsel; Petri Saari, Vice President, Sales; Arno Amberla, Director, Technology; Tomi Palovaara, Director, Operations, Proventia Emission Control; Aaro Heilala, Director, Proventia Thermal Components (until September 3, 2025); Jari Granath, Product Manager, Batteries (until September 3, 2025); and Jani Mäntylä, Director, Proventia Test Solutions (until September 3, 2025).

The Authorized Public Accountant Firm Ernst & Young Oy has served as the company's auditor, with Milla Karjalainen, Authorized Public Accountant (APA), as its principal auditor.

## SHARE CAPITAL

On December 31, 2025, Proventia Group Corporation's registered share capital was EUR 1,090,281.04 and its total number of shares was 16,482,408. The company has one series of shares, and each share

entitles its holder to one vote. The company's shares are registered in the book-entry system maintained by Euroclear Finland Oy. At the end of 2025, the company had 112 shareholders.

## SHARE-BASED PAYMENTS

The company has two option schemes, both of which are divided into three series. Each option entitles its holder to subscribe for one new share in the company. The company has a weighty financial reason to issue option rights, because they are intended to be part of the company's incentive and engagement scheme for its key personnel. Option rights include regular conditions related to the validity of employment relationships and restrictions on transferability. The subscription price must be paid in full in conjunction with the subscription, and it will be recognized in the invested unrestricted equity reserve.

The option scheme implemented in 2016 entitles the company's key personnel to subscribe for a total of 1,193,800 shares at a price of EUR 0.50 per share in 2019–2027. During the financial year, a total of 191,600 new shares were subscribed with the 2016D options of the stock option scheme. The subscription price of the shares, EUR 95,800, was recorded in the company's reserve for invested unrestricted equity. Of the shares subscribed for through options, 144,600 shares were registered with the Trade Register on 26 August 2025, while 47,000 shares remained unregistered at the end of the financial year. After the option subscriptions made during the 2025 financial year, a total of 801,667 new shares can still be subscribed under the 2016 stock option scheme.

The option scheme implemented in 2022 entitles the company's key personnel to subscribe for shares at a price of EUR 2.64 per share in 2025–2029. During the financial year, a total of 16,665 new shares were subscribed with the 2022G options of the stock option scheme. The subscription price of the shares, EUR 43,996, was recorded in the company's reserve for invested unrestricted equity. The new shares had not yet been registered at the balance sheet date. After the option subscriptions made during the 2025 financial year, a total of 245,001 new shares can still be subscribed under the 2022 stock option scheme.

| Option schemes | Subscription price | Number of option rights | Subscription period          |
|----------------|--------------------|-------------------------|------------------------------|
| 2016D          | EUR 0.50 per share | 112,201                 | Feb 28, 2019 to Feb 28, 2027 |
| 2016E          | EUR 0.50 per share | 319,732                 | Feb 28, 2020 to Feb 28, 2028 |
| 2016F          | EUR 0.50 per share | 369,734                 | Feb 28, 2021 to Feb 28, 2029 |

| Option schemes | Subscription price | Number of option rights | Subscription period         |
|----------------|--------------------|-------------------------|-----------------------------|
| 2022G          | EUR 2.64 per share | 71,656                  | Oct 1, 2025 to Sep 30, 2027 |
| 2022H          | EUR 2.64 per share | 86,671                  | Oct 1, 2026 to Sep 30, 2028 |
| 2022I          | EUR 2.64 per share | 86,674                  | Oct 1, 2027 to Sep 30, 2029 |

## ANNUAL GENERAL MEETING

Proventia Group Corporation's Annual General Meeting (AGM) was held on April 15, 2025. The AGM adopted the financial statements and consolidated financial statements for 2024 and discharged the members of the Board of Directors and the CEO from liability. Proventia Group Corporation's distributable funds on December 31, 2024 were EUR 24,681,976.20. According to the Board of Directors' proposal, the Annual General Meeting decided that the profit for the period (EUR 12,622,060.39) be transferred to retained earnings, and that EUR 0.30 per share be distributed from reserves of unrestricted equity, totaling EUR 4,901,342.40, with the total number of shares being 16,337,808. In addition, the AGM decided on the fees to be paid to the members and the Chair of the Board of Directors.

It was decided that the Board of Directors consists of seven members. Harri Suutari, Lauri Antila, Tommi Salunen, Johnny Pehkonen, Kalle Kekkonen, Erja Sankari and Gary Collar were re-elected as members of the Board of Directors. The Board selected Harri Suutari as its Chair.

The Authorized Public Accountant Firm Ernst & Young Oy was selected as the company's auditor, with Milla Karjalainen, APA, as the principal auditor.

The Annual General Meeting of April 15, 2025 authorized the company's Board of Directors to decide on one or more share issues and the provision of special rights in accordance with chapter 10, section 1 of the Limited Liability Companies Act. The authorization can be used for financing business acquisitions or other business arrangements and investments, carrying out cooperation between companies or other similar arrangements, strengthening the company's financial and capital structure, or implementing option schemes or other incentive schemes. A maximum of 4,000,000 shares may be issued or subscribed for based on the authorization. The authorization includes the right to implement directed measures if a weighty financial reason exists in accordance with the Limited Liability Companies Act. The authorization is valid until the next Annual General Meeting, but for no longer than 18 months.

The Annual General Meeting of April 15, 2025, authorized the Board of Directors to decide on the acquisition of treasury shares using the company's unrestricted equity in accordance with chapter 15, section 5, subsection 2 of the Limited Liability Companies Act. The authorization concerns the acquisition of no more than 500,000 treasury shares in one or more installments. The authorization can be used for financing and carrying out business arrangements and investments, or for other purposes

determined by the Board of Directors. The authorization is valid until the next Annual General Meeting, but for no longer than 18 months.

The Annual General Meeting of 15 April 2025 authorized the Board of Directors to decide on the transfer of treasury shares in accordance with chapter 9, section 1, subsection 1 of the Limited Liability Companies Act. The authorization concerns the transfer of no more than 500,000 treasury shares. The Board is authorized to decide to whom and in which order treasury shares are transferred, as well as determining the transfer price and other terms and conditions of the transfer. The authorization is valid until the next Annual General Meeting, but for no longer than 18 months.

## SHAREHOLDERS' NOMINATION COMMITTEE

The purpose of the shareholders' Nomination Committee is to prepare proposals for the AGM regarding the election and remuneration of members of the Board of Directors. The Nomination Committee consists of members appointed by the company's three largest shareholders. In addition, the Chair of the Board of Directors participates in the Nomination Committee's activities in the role of a specialist. The Nomination Committee remains in operation until the AGM decides otherwise. Members of the Nomination Committee are appointed annually, and their term ends when new members are appointed.

The Nomination Committee consisted of Lauri Antila, Kalle Kekkonen and Harri Suutari. It convened one time during the financial year.

## RISKS AND UNCERTAINTIES

### The principle of risk management

Risk management aims to identify risks, assess their impact and probability regarding the achievement of the company's goals and fulfilling the company's strategy, and plan measures to control the most significant risks. The goal is to create operating conditions where business-related risks are controlled comprehensively and systematically at all organizational levels. At Proventia, risk management aligns with the ISO 31000 risk management standard. Risk assessment and prioritization are based on an assessment scale using which the likelihood of risks, their impact, and the current level of risk management are rated.

The Group has divided risks into five areas: strategic, operative, financial, accident, and cyber risks.

### Strategic risks

Strategic risks mean the unfavourable consequences that may arise from significant changes in the organization's management, the operating environment, the markets, and the competitive situation, and that, when realized, may have a long-term impact on business activities. Strategic risks may also result from legislative development or delays, contractual problems, as well as new competitors or technological changes that weaken the company's position.

### Operative risks

Operative risks mean adverse consequences that may arise from deficiencies in internal processes such as production interruptions and significant changes in the supply chain. These risks also include quality and environmental risks, as well as personnel risks, which may be caused by deficiencies in the recruitment process or in training. In addition, key employees leaving the company forms a significant operational risk. Operative risks also include product liability risk, which means the unfavourable consequences that may arise from material damage or personal injuries caused by a faulty product or the improper use of a product.

### Financial risks

Financial risks mean the major unfavourable changes taking place in the financial markets that may have an impact on the Group's performance, equity, and liquidity. Financial risks also include credit risk, which means the inability of a counterparty to fulfil its obligations, and liquidity risk, which means the risk associated with the availability of financing. In addition, financial risks include interest rate, cash flow and currency risks. The Group's financial risk management is centralized in the parent company. Financial risks are discussed in more detail in the notes to the financial statements [4.2 Financial risk management](#).

### Accident risks

Accident risks include occupational and corporate safety risks, which mean the unfavourable consequences that may arise from defects in industrial safety, occupational safety, and corporate safety. Accident risks also include natural disasters, epidemics and climate change risks, as well as property damage caused by fires or water leaks.

## Cyber risks

Cyber risks include information security and system risks, which mean the unfavourable consequences that may arise from the non-protection of information against unauthorized access. Cyber risks may include data breaches, malware, denial-of-service attacks, or other cyber threats that may compromise the company's security.

## Key short-term risks and uncertainties

The risks and uncertainties described below are examples only and should not be taken as an exhaustive description of the risks.

| Risks   | Description and preparedness  | Risks                                   | Description and preparedness  |
|---|---|---|---|
| <b>Risks related to general market conditions</b> | <p>Demand for Proventia's products depends on general global economic development and the cyclical nature of markets and factors affecting them, and a slower recovery or weakening of the economy and demand has a direct impact on net sales and profitability.</p> <p>Proventia prepares for the risk by actively monitoring market indicators as well as customers' forecasts and future prospects. Negative impacts are minimized by means of cost management by maintaining the most flexible cost structure, minimizing fixed costs, outsourcing the risk of capacity fluctuations, flexible transfer of human resources between product groups and optimizing purchase and sales batches in relation to demand. A diverse product portfolio also balances the effects of this risk.</p>   |   | <p>intrusion detection and prevention systems, encryption, up-to-date security updates and backup data, controlled access to sensitive information and systems (including policies for data access), strong passwords and multi-factor authentication, procedures for evaluating the effectiveness of security measures (regular cybersecurity audits and attach simulations), risk assessments and security policies for information systems, plan for handling security incidents, training and education, monitoring third-party users and applications, and security around the procurement of systems and the development and operation of systems.</p>  |
| <b>Customer risks</b>                             | <p>Proventia is dependent on a few key customers and extensive multi-year contracts, as a result of which the loss of an individual customer or contract, a decrease in the customer's production, payment difficulties due to the customer's financial difficulties or delayed or cancelled critical delivery and other problems may have a material adverse effect. The loss of a customer may also be due to the customer's dissatisfaction with the quality and/or price of Proventia's products or services</p> <p>Proventia prepares for the risk by, among other things, closely monitoring customers' financial information, payment behaviour and market outlook. The approval process for new customers and agreements aim to ensure that Proventia does not incur a significant financial risk due to project or delivery cancellations. The risk arising from Proventia's own actions is managed by ensuring sufficient customer-oriented management of key accounts at every level of the organisation, by actively monitoring customer satisfaction and by seeking to deepen customer relationships. Dependence on a few key customers is minimized by expanding the customer base.</p> | <b>Geopolitical and regulatory risk</b> | <p>The intensification of economic competition between the superpowers as well as the increased security politic tensions and possible escalation of conflicts as a result of the war in Ukraine, the situation in Middle East, and other military conflicts, maintain continuous uncertainty in markets and supply chains and may have a significant impact on Proventia's business environment, market situation, continuity of supply chains and component availability. Due to partly political reasons, changes in emission legislation that are important for Proventia's business operations are difficult to predict, and the company may allocate limited resources to the wrong technology, product or production method.</p> <p>Proventia prepares for the risk by, among other things, taking geopolitical risks into account in production and supply chain management and expanding its customer portfolio in order to minimize potential problems and disruptions in production, service production, customer deliveries, logistics or the entire supply chain. Proventia actively monitors the market, the development of emission legislation and changes in technology, and engages in continuous dialogue with its customers about emission limits and related technology solutions.</p> |
| <b>Cybersecurity risks</b>                        | <p>At the core of the business are emails, websites, financial management programs, customer systems, ERP-systems and other software and services related to the company's operations, which may be subject to data breaches, ransomware, denial-of-service attacks, supply chain attacks, user account leaks and various deviations and interruptions, which, if realized, may cause interruptions in production and business operations and leakage of confidential information which result in direct financial losses and various crisis management costs and liability for damages.</p> <p>Proventia has taken appropriate cybersecurity measures to protect against viruses, worms, Trojan horses, phishing, denial of service (DOS) attacks, unauthorized access, and control system attacks. These measures shall include (without being limited to) e.g. firewalls, anti-virus software,</p>   | <b>Risks related to competitiveness</b> | <p>Price competitiveness and product quality are of primary importance to our customers. Therefore, a failure in our ability to respond to technological developments and in continuously improving our operations and efficiency may lead to a halt to the company's growth.</p> <p>Proventia prepares for the risk by, among other things, actively dialogue with customers to understand the customer's needs and by strengthening the connection between product and production technology development and strategy. Proventia actively monitors technological development, the competitive situation, competitors and competitors' product portfolios in order to better understand its competitive position and what factors affect maintenance and improvement of competitiveness. Proventia is constantly developing more cost-effective alternatives for both products and production technologies, both in its own production and in its supply chain, in order to ensure a competitive price/quality ratio.</p>  |

## Insurance

The Group is prepared for property, interruption, transportation and liability risks, including product, operational and management liabilities, by means of insurance policies covering the entire Group, as well as supplementary local policies. It is possible, however, that the Group must compensate for losses not covered by insurance because of their scope or quality. The Group regularly monitors and maintains its insurance cover as part of overall risk management.

## SUSTAINABILITY

A sustainable and responsible way of operating is based on the company's vision, mission and values, and sustainability is an integral part of Proventia's products and operations. The company's products improve the energy efficiency of its customers' products and support low-emission and low-carbon solutions, regardless of the technologies customers use for power generation. Proventia also strives to actively reduce its own carbon footprint and to support its customers in achieving their sustainability goals. For Proventia, sustainable development means how the company approaches the environment, engages with society, treats people, and the principles by which the company is managed.

Proventia prepares a voluntary sustainability review, published as part of the annual report. The review is broadly aligned with the structure of the European Sustainability Reporting Standards (ESRS), but is not fully compliant with the standard. The reporting period corresponds to the financial reporting period.

### Sustainability Governance

Proventia's Board of Directors approves sustainability-related policies and targets and oversees their implementation. The Audit Committee is responsible for monitoring financial and non-financial reporting, as well as internal audit and risk management. The Management Team is responsible for executing the strategy with sustainability considerations and for integrating sustainability work into business operations. The Management Team also monitors progress towards sustainability targets. The ESG Steering Group monitors stakeholder sustainability requirements, provides recommendations on material sustainability initiatives, and prepares sustainability reporting.

### Environmental information

Proventia creates value for its customers by improving the energy efficiency and emission performance of their products. The company acts to mitigate climate change and its impacts and to reduce emissions that cause air pollution.

Of the environmental sustainability topics, climate change mitigation and energy efficiency are most material for Proventia. The company has a sustainability policy, environmental and quality policies, and codes of conduct for employees and suppliers—all emphasizing environmental responsibility and sustainable ways of operating.

Proventia is committed to setting science-based emission-reduction targets in line with the Science Based Targets initiative (SBTi), including a net-zero target. Short-term targets focus on reducing emissions from the company's own operations, while the 2050 net-zero target covers the entire value chain.

### Social Information

Among the social sustainability topics, the issues material to Proventia relate to working conditions, equal treatment and equal opportunities for all within its own workforce, as well as the equal treatment and other labour rights of workers across the value chain.

Principles related to Proventia's own workforce are described in various policies and guidelines, including the Code of Conduct, Human Rights Commitment, Sustainability Policy, Equality and Non-Discrimination Plan, Workplace Development Plan, Occupational Safety Programme, and Recruitment Policy.

All these guidelines emphasize equality, non-discrimination, fairness, the promotion of employee well-being and safety. The company aims to be an inspiring and encouraging workplace that invests in competence development and encourages employees to create solutions that support both human health and environmental sustainability.

### Governance Information

With regard to governance-related information, the aspects of conducting business assessed as material for Proventia are corporate culture and supplier relations.

The company's good governance culture is based on principles that ensure responsible, transparent, and ethical operations. Key principles include compliance with laws and financial obligations, transparent reporting, honesty, and continuous improvement of operating practices.

The Code of Conduct guides employees and stakeholders to act responsibly in all situations. It covers customer and supplier relationships, environmental responsibility, avoidance of conflicts of interest, protection of data and assets, and fair competition.

Supplier-related ethical principles are included in the Supplier Handbook and cover, for example, anti-corruption, competition law compliance, and information security.

The Information Security Policy aims to ensure business continuity and data protection. Its key principles include access management, regular backups, rapid handling of incidents, and employee cybersecurity training. These measures help prevent data breaches and ensure reliable operations in all circumstances.

## OTHER INFORMATION

Proventia Group Corporation has no capital loans. In the 2021 financial year, Proventia Group Corporation provided its subsidiary Proventia Oy with a long-term loan of EUR 3.5 million. Proventia Group Corporation has pledged EUR 1 million as collateral for Proventia Oy's debts. The company has no foreign affiliates.

## EVENTS AFTER THE FINANCIAL YEAR

At its meeting held on 2 February 2026, the Company's Board of Directors approved the subscriptions for new shares (63,665 shares) in accordance with the terms and conditions of the Company's option programmes and resolved to register the shares with the Trade Register. After the registration of the new shares, the total number of shares in Proventia Group Corporation will be 16,546,073.

## OUTLOOK

We expect the market environment in 2026 to be similar to that of 2025, with no significant changes anticipated. However, we estimate that delivery volumes will increase during 2026 as new products enter serial production. The year 2026 will also serve as a preparation period for the stronger growth expected in 2027.

Proventia's products have strong technological competitiveness, and the company's continuously growing product development pipeline supports positive long-term prospects. As new development projects progress toward serial production, Proventia is building a stable and predictable growth path, further supported by customers' investments in combustion engine optimization, hybrid systems, and electric solutions.

## GUIDANCE FOR THE FINANCIAL YEAR 2026

Net sales and the operating profit are expected to increase in 2026 from the 2025 level. In 2025, net sales were EUR 47.4 million, and the operating profit was EUR 5.7 million.

## THE BOARD OF DIRECTORS' PROPOSAL FOR DISTRIBUTION OF PROFIT

Proventia Group Corporation's distributable funds total EUR 19,933,773.28. The Board of Directors proposes that the profit for the period of EUR 13,343.88 be transferred to retained earnings, and that a dividend of EUR 0.30 per share be distributed from retained earnings. With the total number of shares being 16,546,073, the total amount to be distributed would be EUR 4,963,821.90.

# CONSOLIDATED FINANCIAL STATEMENTS (IFRS)

## CONSOLIDATED INCOME STATEMENT

| EUR 1,000   | Note | 2025         | 2024         |
|---|------|--------------|--------------|
| Net sales   | 2.1  | 47,426       | 41,927       |
| Other operating income  | 2.2  | 79           | 45           |
| Materials and services  | 2.3  | -25,086      | -21,597      |
| Employee benefit expenses   | 2.4  | -9,420       | -8,250       |
| Depreciation and impairment   | 2.7  | -3,438       | -3,169       |
| Other operating expenses  | 2.5  | -3,844       | -3,782       |
| <b>Operating profit</b>   |      | <b>5,717</b> | <b>5,175</b> |
| Financial income  |      | 357          | 604          |
| Financial expenses  | 2.8  | -394         | -930         |
| <b>Profit before tax</b>  |      | <b>5,680</b> | <b>4,848</b> |
| Income tax  | 2.9  | -1,358       | -912         |
| <b>Profit for the period from continuing operations</b>                                     |      | <b>4,322</b> | <b>3,936</b> |
| Loss for the period from discontinued operations  | 2.6  | -2,156       | -2,520       |
| <b>Profit for the period</b>  |      | <b>2,166</b> | <b>1,416</b> |
| <b>Profit attributable to owners of the parent company</b>                                  |      | <b>2,166</b> | <b>1,416</b> |
| <b>Earnings per share calculated on profit attributable to owners of the parent company</b> |      |              |              |
| Undiluted earnings per share, EUR   |      | 0.13         | 0.09         |
| Diluted earnings per share, EUR   |      | 0.12         | 0.08         |
| Undiluted earnings per share, continuing operations, EUR                                    |      | 0.26         | 0.24         |
| Diluted earnings per share, continuing operations, EUR                                      |      | 0.25         | 0.23         |

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| EUR 1,000   | 2025         | 2024         |
|---|--------------|--------------|
| <b>Profit for the period</b>  | <b>2,166</b> | <b>1,416</b> |
| <b>Items of other comprehensive income</b>  |              |              |
| Items that may be reclassified to profit or loss at a later date                                |              |              |
| Translation differences from foreign units  | 81           | -56          |
| <b>Other items of comprehensive income for the financial year, total</b>                        | <b>81</b>    | <b>-56</b>   |
| <b>Comprehensive income for the financial year</b>  | <b>2,247</b> | <b>1,360</b> |
| <b>Comprehensive income for the financial year attributable to owners of the parent company</b> | <b>2,247</b> | <b>1,360</b> |

## CONSOLIDATED BALANCE SHEET

| EUR 1,000                       | Note     | Dec 31, 2025  | Dec 31, 2024  |
|---------------------------------|----------|---------------|---------------|
| <b>ASSETS</b>                   |          |               |               |
| <b>Non-current assets</b>       |          |               |               |
| Intangible assets               | 3.1      | 3,858         | 3,557         |
| Property, plant and equipment   | 3.2      | 5,235         | 5,568         |
| Right-of-use assets             | 3.3      | 7,095         | 2,906         |
| Non-current receivables         |          | 50            | 3             |
| Deferred tax assets             | 2.9      | 154           | 265           |
| <b>Total non-current assets</b> |          | <b>16,392</b> | <b>12,299</b> |
| <b>Current assets</b>           |          |               |               |
| Inventories                     | 3.4      | 8,103         | 7,075         |
| Sales receivables               | 3.5, 4.3 | 4,898         | 4,969         |
| Other receivables               | 3.5, 4.3 | 689           | 719           |
| Contract assets                 | 3.5      | 949           | 295           |
| Accrued income                  | 3.5      | 1,307         | 761           |
| Other financial assets          |          | 1,133         | 5,067         |
| Cash and cash equivalents       | 4.3      | 5,973         | 5,219         |
| <b>Total current assets</b>     |          | <b>23,053</b> | <b>24,105</b> |
| Assets held for sale            | 2.6      | 0             | 3,023         |
| <b>TOTAL ASSETS</b>             |          | <b>39,444</b> | <b>39,426</b> |

| EUR 1,000   | Note     | Dec 31, 2025  | Dec 31, 2024  |
|---|----------|---------------|---------------|
| <b>Shareholders' equity and liabilities</b>                   |          |               |               |
| Share capital   |          | 1,090         | 1,090         |
| Invested unrestricted equity reserve                          |          | 2,616         | 7,377         |
| Translation differences                                       |          | 37            | -44           |
| Retained earnings   |          | 16,262        | 14,797        |
| Profit for the period   |          | 2,170         | 1,416         |
| <b>Shareholders' equity, total</b>                            | 4.1      | <b>22,176</b> | <b>24,636</b> |
| <b>Non-current liabilities</b>                                |          |               |               |
| Lease liabilities   | 4.3      | 6,022         | 1,958         |
| Provisions  | 3.7      | 1,434         | 469           |
| <b>Total non-current liabilities</b>                          |          | <b>7,456</b>  | <b>2,427</b>  |
| <b>Current liabilities</b>                                    |          |               |               |
| Financial liabilities   | 4.3      | 0             | 150           |
| Lease liabilities   | 4.3      | 1,151         | 1,047         |
| Contract liabilities  | 3.6      | 1,907         | 1,791         |
| Trade payables  | 3.6, 4.3 | 3,355         | 1,839         |
| Other liabilities   | 3.6, 4.3 | 1,014         | 554           |
| Deferred income   | 3.6      | 2,385         | 1,170         |
| <b>Total current liabilities</b>                              |          | <b>9,812</b>  | <b>6,550</b>  |
| Liabilities directly associated with the assets held for sale | 2.6      | 0             | 5,813         |
| <b>Total liabilities</b>                                      |          | <b>17,269</b> | <b>14,791</b> |
| <b>Total shareholders' equity and liabilities</b>             |          | <b>39,444</b> | <b>39,426</b> |

## CONSOLIDATED CASH FLOW STATEMENT

| EUR 1,000  | Note | 2025         | 2024          |
|--|------|--------------|---------------|
| <b>Cash flow from operating activities</b>       |      |              |               |
| Profit for the period                            |      | 2,166        | 1,416         |
| Adjustments                                      |      |              |               |
| Depreciation and impairment                      | 2.7  | 4,722        | 3,671         |
| Financial income and expenses                    | 2.8  | 37           | 327           |
| Income tax                                       | 2.9  | 819          | 282           |
| Other adjustment items                           |      | 474          | 105           |
| Changes in working capital                       |      |              |               |
| Increase/decrease in trade and other receivables |      | -296         | 2,372         |
| Increase/decrease in inventories                 |      | 399          | -1,673        |
| Increase/decrease in trade and other payables    |      | -1,384       | 351           |
| Interest and other financial expenses paid       |      | -383         | -917          |
| Interest received                                |      | 342          | 566           |
| Income taxes paid                                |      | -1,061       | -1,162        |
| <b>Cash flow from operating activities</b>       |      | <b>5,834</b> | <b>5,337</b>  |
| <b>Cash flow from investing activities</b>       |      |              |               |
| Investments in tangible and intangible assets    |      | -1,853       | -3,538        |
| Investments in financial instruments             |      | 3,934        | -5,067        |
| Dividends received from investments              |      | 0            | 26            |
| <b>Cash flow from investing activities</b>       |      | <b>2,081</b> | <b>-8,579</b> |

| EUR 1,000  | Note | 2025          | 2024          |
|--|------|---------------|---------------|
| <b>Cash flow from financing activities</b>                             |      |               |               |
| Repayment of financial liabilities                                     | 4.3  | -150          | -510          |
| Payments based on lease liabilities                                    | 4.3  | -2,248        | -1,010        |
| Dividend   |      | -4,901        | -1,452        |
| Share issue  |      | 140           | 100           |
| <b>Cash flow from financing activities</b>                             |      | <b>-7,160</b> | <b>-2,872</b> |
| <b>Changes in cash and cash equivalents, increase (+)/decrease (-)</b> |      |               |               |
|  |      | <b>755</b>    | <b>-6,113</b> |
| Cash and cash equivalents, Jan 1                                       | 4.3  | 5,219         | 11,332        |
| Cash and cash equivalents, Dec 31                                      | 4.3  | <b>5,973</b>  | <b>5,219</b>  |

## OTHER ADJUSTMENT ITEMS IN CASH FLOW STATEMENT

| EUR 1,000                         | 2025       | 2024       |
|-----------------------------------|------------|------------|
| Change in translation differences | 85         | -56        |
| Share-based payments              | 50         | 68         |
| Change in provisions              | 339        | 93         |
| <b>Total</b>                      | <b>474</b> | <b>105</b> |

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| EUR 1,000   | Share capital | Invested<br>unrestricted<br>equity reserve | Translation<br>differences | Retained<br>earnings | Shareholders'<br>equity total |
|---|---------------|--|----------------------------|----------------------|-------------------------------|
| <b>Shareholders' equity, Jan 1, 2025</b>                                      | <b>1,090</b>  | <b>7,377</b>                               | <b>-44</b>                 | <b>16,212</b>        | <b>24,636</b>                 |
| Profit for the period   |               |  |                            | 2,170                | <b>2,170</b>                  |
| Translation differences   |               |  | 81                         |                      | <b>81</b>                     |
| <b>Total items of comprehensive income for the financial year after taxes</b> | <b>0</b>      | <b>0</b>                                   | <b>81</b>                  | <b>2,170</b>         | <b>2,251</b>                  |
| Share issue   |               | 140  |                            |                      | <b>140</b>                    |
| Share-based payments  |               |  |                            | 50                   | <b>50</b>                     |
| Return of capital   |               | -4,901                                     |                            | 0                    | <b>-4,901</b>                 |
| <b>Transactions with owners</b>   | <b>0</b>      | <b>-4,762</b>                              | <b>0</b>                   | <b>50</b>            | <b>-4,712</b>                 |
| <b>Shareholders' equity, Dec 31, 2025</b>                                     | <b>1,090</b>  | <b>2,616</b>                               | <b>37</b>                  | <b>18,433</b>        | <b>22,176</b>                 |

| EUR 1,000   | Share capital | Invested<br>unrestricted<br>equity reserve | Translation<br>differences | Retained<br>earnings | Shareholders'<br>equity total |
|---|---------------|--|----------------------------|----------------------|-------------------------------|
| <b>Shareholders' equity, Jan 1, 2024</b>                                      | <b>1,090</b>  | <b>7,277</b>                               | <b>12</b>                  | <b>16,181</b>        | <b>24,560</b>                 |
| Profit for the period   |               |  |                            | 1,416                | <b>1,416</b>                  |
| Translation differences   |               |  | -56                        |                      | <b>-56</b>                    |
| <b>Total items of comprehensive income for the financial year after taxes</b> | <b>0</b>      | <b>0</b>                                   | <b>-56</b>                 | <b>1,416</b>         | <b>1,360</b>                  |
| Share issue   |               | 100  |                            |                      | <b>100</b>                    |
| Share-based payments  |               |  |                            | 68                   | <b>68</b>                     |
| Dividend  |               |  |                            | -1,452               | <b>-1,452</b>                 |
| <b>Transactions with owners</b>   | <b>0</b>      | <b>100</b>                                 | <b>0</b>                   | <b>-1,384</b>        | <b>-1,284</b>                 |
| <b>Shareholders' equity, Dec 31, 2024</b>                                     | <b>1,090</b>  | <b>7,377</b>                               | <b>-44</b>                 | <b>16,212</b>        | <b>24,636</b>                 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. ACCOUNTING PRINCIPLES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

### 1.1. GENERAL INFORMATION ABOUT THE GROUP

Proventia Group Corporation (“the parent company”) is a Finnish limited liability company and the parent company of Proventia Group (“Proventia” or “the Group”). Proventia Group Corporation is domiciled in Oulu, and its head office’s registered address is Tietotie 1, 90460 Oulunsalo. The Group’s subsidiaries are Proventia Oy, Proventia Czech s.r.o. and Proventia UK Limited.

Proventia Group is part of the Head Invest Group, a group of technology companies. Proventia Group is consolidated into Head Invest Oy’s consolidated financial statements. Head Invest Oy is domiciled in Oulu, and its registered address is Rantakatu 4, 90100 Oulu.

Proventia Group is an internationally operating Finnish technology company, which provides solutions and services in the engine, machine and vehicle industries to combat climate change and to solve the air pollution problem. The company’s product portfolio includes innovative emission control systems, efficient thermal insulation solutions, as well as high-quality electric powertrains and battery systems. Proventia takes people, the environment and future generations into account in all of its operations, with zero emissions being the company’s vision.

### 1.2. ACCOUNTING PRINCIPLES

These Proventia Group’s consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) approved in the EU and their interpretation guidelines (IFRIC).

These consolidated financial statements have been prepared in euro, which is Proventia Group’s presentation currency and the parent company’s functional currency. The figures presented in these financial statements have been rounded which means that the sum total of individual figures may differ from the presented sums. These consolidated financial statements are presented in EUR thousand, unless otherwise mentioned. These consolidated financial statements have been prepared based on the original acquisition cost.

### Conversion of foreign currency items

Items of Group companies included in these financial statements are measured in the currency of each company’s primary financial operating environment (functional currency).

Business transactions denominated in a foreign currency have been converted into the functional currency using the exchange rate valid on the transaction date. Exchange rate gains and losses resulting from payments related to such business transactions and the conversion of monetary assets and liabilities denominated in a foreign currency according to the exchange rate valid on the transaction date have been recognized through profit or loss.

In these consolidated financial statements, the income statements of foreign subsidiaries have been converted into euro using the average exchange rate during the financial year, and their balance sheets have been converted using the exchange rate valid on the closing date.

Translation differences resulting from the elimination of foreign subsidiaries and the conversion of equity items accrued after acquisitions have been recognized in other items in the statement of comprehensive income.

### Consolidation principles

Intra-Group shareholdings have been eliminated using the acquisition cost method, and translation differences have been recognized at the same time. All intra-Group transactions, receivables, liabilities, unrealized profit and internal profit distributions are eliminated when preparing the consolidated financial statements. Proventia has no goodwill on the balance sheet of December 31, 2025.

### 1.3. ACCOUNTING PRINCIPLES REQUIRING THE MANAGEMENT’S DISCRETION AND KEY UNCERTAINTIES RELATED TO ESTIMATES

The preparation of consolidated financial statements in accordance with the IFRS requires the management’s discretion, future estimates and assumptions that have an impact on the reported assets and liabilities, other information, including conditional assets and liabilities, as well as the recognition of

expenses in the income statement. Even though forecasts, assumptions and estimates are based on the management's previous experience and best knowledge of events and activities at the time under review, the realized situation may differ from them.

#### **Revenue from contracts with customers**

The recognition of revenue recognized over time is based on the realized share of the estimated total cost of the product or service (progress in satisfying the performance obligation). The Group's management uses discretion when estimating total project costs. Project cost estimates are monitored and updated continuously, if required.

#### **Deferred tax assets**

Deferred tax assets are recognized when it is likely that the company has sufficient taxable income in the future to use deferred tax assets in excess of deferred tax liabilities. The Group's management uses discretion when deciding whether deferred tax assets are recognized from unused taxable losses. The estimation of future taxable cash flows is based on Proventia Group's strategy, estimates and the assessment of uncertainties. The Group's management monitors the Group's financial position and estimates future development on the closing date of each reporting period. Deferred tax assets are recognized up to the amount according to which it is likely that taxable income is generated in the future on the basis of which unused taxable losses can be used.

#### **R&D costs**

Development costs that meet the capitalization criteria are recognized on the balance sheet. The capitalization of development costs is based on the management's discretion, according to which the technical and financial feasibility of projects has been ensured.

#### **Provisions**

Proventia recognizes provisions for work subject to warranties, the amount of which is based on similar costs realized previously. The restructuring provision has been recognised to cover the remaining performance obligations under contracts delivered to customers related to the discontinued operations, costs arising from the restructuring of contracts, and potential customer claims. Provisions are reviewed regularly and adjusted to correspond to the best estimate on the date under review, if required. Realized costs may differ from estimates.

#### **Share-based payments**

Proventia recognizes costs arising from share-based payments in its income statement. Regarding share options, the Group's management makes estimates of certain factors required for the option pricing model, including volatility, the number of options probably falling within the scope of subscription rights, and the probable date on which options can be exercised.

## 2. FINANCIAL DEVELOPMENT

### 2.1. REVENUE FROM CONTRACTS WITH CUSTOMERS

#### **Accounting principles**

Discretion, estimates and assumptions significant for accounting and related revenue from contracts with customers are presented in this note.

Proventia recognizes income derived from the sale of products and services, after the deduction of discounts, as well as value added tax and other taxes based directly on the amount of sales in net sales. Product returns and refunds are handled through the customer complaint process and recognized as adjustments to net sales.

#### **Determining transaction prices and allocating them to performance obligations**

Transaction prices are based on customer-specific contracts. Revenue is recognized according to the amount to which the Group expects to be entitled in exchange for the products and services it offers. If different performance obligations are specified in agreements, Proventia will allocate the fixed contractual transaction price to different performance obligations based on their separate sales prices. Payments typically fall due in 14–60 days.

#### **Recognition principles**

In accordance with the IFRS 15 standard, revenue from contracts entered into with customers is recognized when products and services are transferred under the customer's control corresponding to the payment amount to which Proventia expects to be entitled in exchange for its products and services. The recognition of revenue takes place at a point in time or over time.

### Recognition of revenue at a point in time

The date on which revenue is recognized depends mainly on the terms of delivery used in Proventia's sales transactions and any supplementary terms and conditions. As Proventia uses different terms of delivery for different types of sales transactions, the dates of their recognition also differ. The terms of delivery and the supplementary agreement terms and conditions are indicated in the sales agreement or invoice. In general, terms of delivery can be used to determine the point at which significant risks and rewards of the ownership of products are transferred from the seller to the buyer. Instead of or in addition to the terms of delivery provided in the collection of terms of delivery maintained by the International Chamber of Commerce (Incoterms), more detailed delivery terms can be agreed in the sales agreement.

### Recognition of revenue over time

With regard to fixed-priced contracts related to project sales, the share of the entire product or service provided that has been realized by the end of the reporting period is recognized as revenue (progress in satisfying the performance obligation). This share is determined based on the share of realized costs from the total amount of expected costs.

### Contract assets and liabilities

If the invoiced amount of a project sales agreement recognized as income over time is smaller than the revenue recognized based on the progress in satisfying the performance obligation on the reporting date, the difference will be presented as contract asset in accrued income on the balance sheet under contract assets. If the invoiced amount of a project sales agreement is larger than the revenue recognized based on the progress in satisfying the performance obligation on the reporting date, the difference will be presented as a contract liability in current liabilities on the balance sheet under contract liabilities.

### CONTRACT ASSETS AND LIABILITIES

| EUR 1,000            | 2025  | 2024  |
|----------------------|-------|-------|
| Contract assets      | 949   | 295   |
| Contract liabilities | 1,907 | 1,791 |

Contract assets include revenue recognized from incomplete sales projects to be recognized as income over time, netted with project-specific liabilities based on a contract. Contract liabilities include prepayments for incomplete projects to be recognized as income over time, netted with project-specific asset items based on a contract, prepayments for warranty and maintenance agreements, as well other advances received.

### Distribution of net sales

#### NET SALES BY INCOME RECOGNITION TYPE

| EUR 1,000          | 2025          | 2024          |
|--------------------|---------------|---------------|
| At a point in time | 41,565        | 39,017        |
| Over time          | 5,861         | 2,911         |
| <b>Total</b>       | <b>47,426</b> | <b>41,927</b> |

#### NET SALES BY MARKET AREA

| EUR 1,000        | 2025          | 2024          |
|------------------|---------------|---------------|
| Europe           | 44,491        | 40,744        |
| Other continents | 2,934         | 1,184         |
| <b>Total</b>     | <b>47,426</b> | <b>41,927</b> |

In the 2025 financial year, Proventia had two (2) customers whose individual share of the company's revenue exceeded 10%. The first customer's share of revenue was EUR 23.2 million and the second customer's EUR 6.9 million.

## 2.2. OTHER OPERATING INCOME

### Accounting principles

Other operating income includes grants received and sales gains from fixed assets, among other items. Public grants are recognized through profit or loss for the periods during which the expenses intended to be covered by the grants have been recognized, provided that it is reasonably certain that the conditions related to the grants can be fulfilled and that the grants will be received.

Proventia Group has received public grants from Business Finland. Public grants received for the acquisition of fixed assets have been recognized as a reduction of the acquisition cost of those assets. Their recognition through profit or loss is reflected as decreased depreciation on the acquired asset item.

### OTHER OPERATING INCOME

| EUR 1,000                     | 2025      | 2024      |
|-------------------------------|-----------|-----------|
| Grants received               | 25        | 14        |
| Sales gains from fixed assets | 0         | 0         |
| Other operating income        | 54        | 31        |
| <b>Total</b>                  | <b>79</b> | <b>45</b> |

## 2.3. MATERIALS AND SERVICES

### Accounting principles

Materials and services consist of direct operating expenses, including purchases related to the making of products, external services, and changes in inventories. The measurement of inventories is presented in more detail in Note [3.4. Inventories](#).

### MATERIALS AND SERVICES

| EUR 1,000                           | 2025          | 2024          |
|-------------------------------------|---------------|---------------|
| Substances, supplies and goods      |               |               |
| Purchases during the financial year | 22,774        | 21,983        |
| Change in inventories               | 945           | -234          |
| External services                   | 667           | 519           |
| <b>Total</b>                        | <b>24,386</b> | <b>22,269</b> |

## 2.4. NUMBER OF EMPLOYEES AND EMPLOYEE BENEFIT EXPENSES

### Accounting principles

Total fees paid by Proventia Group to its personnel consist of basic wages, increments, annual holiday pay, bonuses and fringe benefits. Proventia's personnel are within the scope of the bonus scheme, which is based on the achievement of the company's shared goals. Share-based payments are described below in Note 5.1 [Share-based payments](#). Information about remuneration paid to the management is presented in Note 5.2 on related party transactions.

Proventia Group's current pension arrangements are payment-based pension schemes, and the payments are recognized as expenses in the income statement in the period to which they relate.

|   | 2025 | 2024 |
|---|------|------|
| <b>Number of employees, continuing operations</b>   |      |      |
| Average number for the period                       | 184  | 172  |
| Number of employees at the end of the period        | 187  | 176  |
| <b>Number of employees, discontinued operations</b> |      |      |
| Average number for the period                       | 13   | 35   |
| Number of employees at the end of the period        | 2    | 33   |

### BREAKDOWN OF EMPLOYEE BENEFIT EXPENSES

| EUR 1,000                         | 2025         | 2024         |
|-----------------------------------|--------------|--------------|
| Salaries and fees                 | 7,595        | 6,681        |
| Share-based payments              | 40           | 68           |
| Pension expenses                  | 1,577        | 1,350        |
| Other statutory indirect expenses | 207          | 150          |
| <b>Total</b>                      | <b>9,420</b> | <b>8,250</b> |

## 2.5. OTHER OPERATING EXPENSES

Other operating expenses include expenses that do not arise directly from Proventia's business operations. Other operating expenses mainly consist of voluntary personnel, facility and equipment, marketing and administrative, as well as IT expenses. Facility and equipment expenses include short-term and low-value leases. Leases are discussed in more detail in Note 3.3. [Leases](#).

Other operating expenses also include the amounts recognized from expected credit losses. More information about expected credit losses is presented in Note 3.5. [Sales and other current receivables](#).

### OTHER OPERATING EXPENSES

| EUR 1,000   | 2025         | 2024         |
|---|--------------|--------------|
| Facility expenses   | 490          | 399          |
| IT, device and equipment expenses                         | 1,184        | 945          |
| Travel expenses   | 232          | 279          |
| Sales and marketing expenses                              | 319          | 344          |
| Administrative services and other administrative expenses | 1,462        | 1,341        |
| Other expense items                                       | 157          | 474          |
| <b>Total</b>  | <b>3,844</b> | <b>3,782</b> |

### AUDITORS' FEES

| EUR 1,000                | 2025       | 2024       |
|--------------------------|------------|------------|
| Auditing                 | 102        | 106        |
| Tax consultancy services | 94         | 156        |
| Other services           | 0          | 0          |
| <b>Total</b>             | <b>196</b> | <b>262</b> |

## 2.6. DISCONTINUED OPERATIONS

In December 2024, Proventia decided to divest its Test Solutions business from the company's core operations and initiated actions to sell the business. The operations subject to the sale were classified as assets held for sale and reported as discontinued operations in the 2024 financial statements. During 2025, the Company decided to discontinue the Test Solutions business by the end of 2025. The decision to discontinue the business was implemented as planned during the 2025 financial year. As at 31 December 2025, the statement of financial position does not include any assets or liabilities related to discontinued operations, other than the restructuring provision. Further information on the restructuring provision is disclosed in Note [3.7 Provisions](#).

### DISCONTINUED OPERATIONS INCOME STATEMENT

| EUR 1,000                    | 2025          | 2024          |
|------------------------------|---------------|---------------|
| Net sales                    | 1,476         | 4,993         |
| Other operating income       | 8             | 13            |
| Materials and services       | -796          | -4,574        |
| Employee benefit expenses    | -938          | -2,030        |
| Depreciation and impairment  | -1,284        | -502          |
| Other operating expenses     | -1,162        | -1,050        |
| <b>Operating profit</b>      | <b>-2,695</b> | <b>-3,150</b> |
| Financial income             | 0             | 0             |
| Financial expenses           | 0             | 0             |
| <b>Profit before tax</b>     | <b>-2,695</b> | <b>-3,150</b> |
| Income tax                   | 539           | 630           |
| <b>Profit for the period</b> | <b>-2,156</b> | <b>-2,520</b> |

### THE EFFECT OF DISCONTINUED OPERATIONS ON THE BALANCE SHEET

| EUR 1,000                         | Dec 31, 2024 |
|-----------------------------------|--------------|
| <b>Assets held for sale</b>       |              |
| Intangible assets                 | 417          |
| Property, plant and equipment     | 202          |
| Right-of-use assets               | 252          |
| Non-current receivables           | 47           |
| Inventories                       | 1,427        |
| Sales receivables                 | 270          |
| Contract assets                   | 407          |
| <b>Total assets held for sale</b> | <b>3,023</b> |

| EUR 1,000  | Dec 31, 2024 |
|--|--------------|
| <b>Liabilities directly associated with the assets held for sale</b>       |              |
| Provisions   | 626          |
| Other liabilities  | 72           |
| Lease liabilities  | 264          |
| Contract liabilities   | 917          |
| Trade payables   | 2,823        |
| Other liabilities  | 33           |
| Deferred income  | 1,078        |
| <b>Total liabilities directly associated with the assets held for sale</b> | <b>5,813</b> |

## 2.7. DEPRECIATION AND IMPAIRMENT

### Accounting principles

Depreciation on asset items has been determined based on their expected useful lives. All asset items are depreciated using the straight-line depreciation method. Proventia Group reviews depreciation periods and methods at the close of each financial year. If the useful life of an asset item differs from a previous estimate, the depreciation period will be adjusted accordingly. If the useful life cannot be reliably estimated, the depreciation period can be a maximum of 10 years.

Useful economic lives of asset items:

- Development expenses 5 years
- Intellectual property rights 5 years
- Renovation costs from leased facilities 5 years
- Machinery and equipment 3–10 years
- Office fixtures and furniture 3–10 years

The useful lives and residual values of asset items are discussed in more detail in Notes [3.1 Intangible assets](#), [3.2 Property, plant and equipment](#), and [3.3 Leases](#).

### DEPRECIATION BY ASSET GROUP

| EUR 1,000                                 | 2025         | 2024         |
|---|--------------|--------------|
| Development expenses                      | 921          | 775          |
| Intellectual property rights              | 278          | 183          |
| Renovation costs from leased facilities   | 60           | 29           |
| Buildings and structures                  | 995          | 843          |
| Machinery and equipment                   | 1,184        | 1,319        |
| <b>Depreciation, total</b>                | <b>3,438</b> | <b>3,148</b> |
| Impairment of non-current assets          | 0            | 21           |
| <b>Depreciation and impairment, total</b> | <b>3,438</b> | <b>3,169</b> |

## 2.8. FINANCIAL INCOME AND EXPENSES

### Accounting principles

Financial income and expenses are recognized for the period during which they were generated.

| EUR 1,000                                   | 2025        | 2024        |
|---|-------------|-------------|
| <b>Financial income</b>                     |             |             |
| Dividend income                             | 0           | 26          |
| Other interest and financial income         | 162         | 126         |
| Exchange rate gains                         | 195         | 452         |
| <b>Financial income, total</b>              | <b>357</b>  | <b>604</b>  |
| <b>Financial expenses</b>                   |             |             |
| Interest and other financial expenses       | -117        | -131        |
| Exchange rate losses                        | -277        | -799        |
| <b>Financial expenses, total</b>            | <b>-394</b> | <b>-930</b> |
| <b>Financial income and expenses, total</b> | <b>-37</b>  | <b>-327</b> |

## 2.9. INCOME TAX

### Accounting principles

Income tax consists of tax on the taxable profit for the period and deferred tax. In tax expenses, Proventia Group recognizes payment-based taxes calculated based on the Group companies' taxable profit for the period in accordance with the regulations and valid tax rates of each country, tax adjustments for previous financial years, and changes in deferred tax liabilities and assets.

Deferred tax is recognized from temporary differences between the carrying amount and taxable value using the tax rate valid on the closing date or an established tax rate to be applied later. Deferred tax assets are only recognized to the extent that future taxable income is probable and temporary differences can be utilized against it. The criteria for recognizing deferred tax assets are reassessed at each reporting date.

Confirmed tax losses are recognized as tax assets to the extent that the company is likely to be able to utilize them in the future.

Proventia offsets deferred tax assets and liabilities only when the company has a legally enforceable right to net them based on taxable profit for the period.

### TAX IN THE INCOME STATEMENT

| EUR 1,000    | 2025          | 2024        |
|--------------|---------------|-------------|
| Income tax   | -1,307        | -879        |
| Deferred tax | -73           | -33         |
| <b>Total</b> | <b>-1,380</b> | <b>-912</b> |

### RECONCILIATION OF TAX IN THE INCOME STATEMENT THROUGH PROFIT OR LOSS BEFORE TAXES

| EUR 1,000                                     | 2025          | 2024        |
|---|---------------|-------------|
| Profit/loss before taxes                      | 5,790         | 4,848       |
| Income tax based on Finland's tax rate, 20%   | -1,158        | -970        |
| Non-deductible expenses and tax-exempt income | -107          | 27          |
| Effect of different tax rates                 | -8            | 70          |
| Adjustments for prior periods                 | -35           | 0           |
| Deferred tax changes                          | -72           | -33         |
| Other differences                             | 0             | -6          |
| <b>Income tax in the income statement</b>     | <b>-1,380</b> | <b>-912</b> |

### DEFERRED TAX ASSETS AND LIABILITIES IN 2025

| Deferred tax assets<br>EUR 1,000      | Jan 1, 2025 | Recognized in<br>the income<br>statement | Dec 31, 2025 |
|---------------------------------------|-------------|--|--------------|
| Leases                                | 22          | -6                                       | 16           |
| Revenue from contracts with customers | 8           | -8                                       | 0            |
| Inventories                           | 0           | 0  | 0            |
| Financial instruments                 | 23          | -23                                      | 0            |
| Warranty provision                    | 211         | -73                                      | 138          |
| <b>Total</b>                          | <b>265</b>  | <b>-111</b>                              | <b>154</b>   |

| Deferred tax liabilities<br>EUR 1,000 | Jan 1, 2025 | Recognized in<br>the income<br>statement | Dec 31, 2025 |
|---------------------------------------|-------------|--|--------------|
| Financial instruments                 | 13          | -4                                       | 9            |
| <b>Total</b>                          | <b>13</b>   | <b>-4</b>                                | <b>9</b>     |

### DEFERRED TAX ASSETS AND LIABILITIES IN 2024

| Deferred tax assets<br>EUR 1,000      | Jan 1, 2024 | Recognized in the<br>income statement | Dec 31, 2024 |
|---------------------------------------|-------------|---------------------------------------|--------------|
| Leases                                | 21          | 1                                     | 22           |
| Revenue from contracts with customers | 79          | -71                                   | 8            |
| Inventories                           | -25         | 25                                    | 0            |
| Financial instruments                 | 13          | 11                                    | 23           |
| Warranty provision                    | 198         | 13                                    | 211          |
| <b>Total</b>                          | <b>285</b>  | <b>-20</b>                            | <b>265</b>   |

| Deferred tax liabilities<br>EUR 1,000 | Jan 1, 2024 | Recognized in the<br>income statement | Dec 31, 2024 |
|---------------------------------------|-------------|---------------------------------------|--------------|
| Financial instruments                 | 0           | 13                                    | 13           |
| <b>Total</b>                          | <b>0</b>    | <b>13</b>                             | <b>13</b>    |

## 3. CAPITAL EMPLOYED

### 3.1. INTANGIBLE ASSETS

#### Accounting principles

Proventia Group's intangible assets include capitalized development costs and intellectual property rights. Intangible assets are recognized on the balance sheet at the original acquisition cost when the acquisition cost can be determined reliably and it can be expected that the intangible assets generate financial gain for the Group. Depreciation and any impairment are deducted from the acquisition costs of intangible assets. Intangible assets that have a known or estimated useful economic life are recognized in the income statement as expenses during their useful life using the straight-line depreciation method. Assets that have not yet been taken into use are recognized as prepayments for intangible assets in accordance with their nature. Proventia has no goodwill on the balance sheet.

The estimated useful economic lives and depreciation periods of intangible assets are:

- Development expenses 5 years
- Intellectual property rights 5 years

The useful life of intangible assets is reviewed at the close of the reporting period. If expectations differ from previous estimates, any changes are treated as changes in accounting estimates. Intangible assets are reviewed for impairment whenever there are indications that their value may have decreased.

Development costs are capitalized in intangible assets on the balance sheet when they are likely to generate corresponding financial benefits, the completion of the assets is technically feasible, the asset is available for use or sale, the costs to be capitalized can be determined reliably, and the Group has sufficient technical and financial resources to complete development activities. Proventia recognizes costs associated with research as expenses for the period in which the research is conducted.

| EUR 1,000   | Development expenses | Intellectual property rights | Total        |
|---|----------------------|------------------------------|--------------|
| <b>Dec 31, 2025</b>   |                      |                              |              |
| Carrying amount, Jan 1, 2025                                    | 3,269                | 288                          | 3,557        |
| Increase  | 1,231                | 268                          | 1,499        |
| Transfers between items   | -399                 | 399                          | 0            |
| Decrease  | 0                    | 0                            | 0            |
| Depreciation and impairment                                     | -921                 | -278                         | -1,199       |
| <b>Carrying amount, Dec 31, 2025</b>                            | <b>3,180</b>         | <b>677</b>                   | <b>3,858</b> |
| <b>Dec 31, 2025</b>   |                      |                              |              |
| Acquisition cost  | 11,971               | 3,445                        | 15,416       |
| Accumulated depreciation and impairment                         | -8,791               | -2,768                       | -11,559      |
| <b>Carrying amount, Dec 31, 2025</b>                            | <b>3,180</b>         | <b>677</b>                   | <b>3,858</b> |
| <b>Dec 31, 2024</b>   |                      |                              |              |
| Carrying amount, Jan 1, 2024                                    | 2,708                | 419                          | 3,127        |
| Increase  | 1,482                | 474                          | 1,956        |
| Transfers between items; assets related to assets held for sale | 0                    | -417                         | -417         |
| Decrease  | -7                   | 0                            | -7           |
| Depreciation and impairment                                     | -914                 | -188                         | -1,102       |
| <b>Carrying amount, Dec 31, 2024</b>                            | <b>3,269</b>         | <b>288</b>                   | <b>3,557</b> |
| <b>Dec 31, 2024</b>   |                      |                              |              |
| Acquisition cost  | 11,139               | 2,778                        | 13,917       |
| Accumulated depreciation and impairment                         | -7,869               | -2,490                       | -10,360      |
| <b>Carrying amount, Dec 31, 2024</b>                            | <b>3,269</b>         | <b>288</b>                   | <b>3,557</b> |

## 3.2. PROPERTY, PLANT AND EQUIPMENT

### Accounting principles

At Proventia Group, property, plant and equipment consist of renovation costs associated with leased facilities, machinery and equipment, as well as prepayments for tangible assets.

Property, plant and equipment are recognized on the balance sheet at acquisition cost less depreciation according to plan and any impairment. Assets estimated to generate a profit over several financial years, including machinery and equipment as well as office fixtures and furniture, are capitalized as property, plant and equipment. These assets are recognized at their original acquisition cost less accumulated depreciation and any impairment losses. The cost of a tangible asset includes not only its purchase price but also variable acquisition and manufacturing costs, i.e. direct costs required to make the asset operational, such as transportation and installation costs.

On the closing date of each reporting period, the Group assesses whether there are any indications of a decrease in the value of a tangible asset. If such indications exist, the Group estimates the recoverable amount of the asset. Impairment losses are recognized when the carrying amount of an asset exceeds its recoverable amount.

Tangible assets are depreciated over their useful economic lives using the straight-line method as follows:

- Machinery and equipment 3–10 years
- Office fixtures and furniture 3–10 years
- Renovation costs of leased facilities 5 years

Profits and losses arising from the disposal or decommissioning of property, plant and equipment are presented under other operating income and expenses. Sales gains and losses are calculated as the difference between the net income received and the asset's carrying amount.

| EUR 1,000   | Machinery and equipment | Renovation costs from leased facilities | Prepayments for tangible assets | Total        |
|---|-------------------------|---|---------------------------------|--------------|
| <b>Dec 31, 2025</b>   |                         |   |                                 |              |
| Carrying amount, Jan 1, 2025                                    | 5,487                   | 47                                      | 35                              | 5,568        |
| Increase  | 430                     | 458                                     | 25                              | 913          |
| Transfers between items   |                         |   |                                 |              |
| Decrease  | -4                      | -6                                      | -35                             | -45          |
| Depreciation and impairment                                     | -1,141                  | -60                                     | 0                               | -1,201       |
| <b>Carrying amount, Dec 31, 2025</b>                            | <b>4,771</b>            | <b>439</b>                              | <b>25</b>                       | <b>5,235</b> |
| <b>Dec 31, 2025</b>   |                         |   |                                 |              |
| Acquisition cost  | 17,819                  | 973                                     | 25                              | 18,817       |
| Accumulated depreciation and impairment                         | -13,048                 | -533                                    | 0                               | -13,581      |
| <b>Carrying amount, Dec 31, 2025</b>                            | <b>4,771</b>            | <b>439</b>                              | <b>25</b>                       | <b>5,235</b> |
| <b>Dec 31, 2024</b>   |                         |   |                                 |              |
| Carrying amount, Jan 1, 2024                                    | 5,658                   | 59                                      | 17                              | 5,735        |
| Increase  | 1,588                   | 17                                      | 18                              | 1,623        |
| Transfers between items; assets related to assets held for sale | -202                    | 0                                       | 0                               | -202         |
| Decrease  | -285                    | 0                                       | 0                               | -285         |
| Depreciation and impairment                                     | -1,272                  | -29                                     | 0                               | -1,301       |
| <b>Carrying amount, Dec 31, 2024</b>                            | <b>5,487</b>            | <b>47</b>                               | <b>35</b>                       | <b>5,568</b> |
| <b>Dec 31, 2024</b>   |                         |   |                                 |              |
| Acquisition cost  | 17,394                  | 520                                     | 35                              | 17,949       |
| Accumulated depreciation and impairment                         | -11,907                 | -473                                    | 0                               | -12,380      |
| <b>Carrying amount, Dec 31, 2024</b>                            | <b>5,487</b>            | <b>47</b>                               | <b>35</b>                       | <b>5,568</b> |

### 3.3. LEASES

#### Accounting principles

Right-of-use assets on the balance sheet consist of Proventia's leased facilities, machinery, IT equipment and vehicles. A typical facility lease is 5-10 years. Certain leases include options to extend the lease period. At the start of the lease agreement, the Group assesses whether exercising the option is reasonable and therefore probable. The Group will reassess whether options should be exercised if the conditions under its control change or a significant event takes place. The Group has not recognized any options exercised based on leases. In addition, the Group has leases that concern passenger cars and other vehicles (mainly forklifts), as well as equipment. The typical duration of leases is 1-4 years. In car lease agreements, the Group processes non-lease components (such as servicing) as separate.

When an agreement enters into force, the Group assesses whether it is a lease or whether it includes a lease. An agreement is a lease or includes a lease if it provides the right to use a specific asset for a specific period in exchange for a payment. For leases, a right-of-use asset and a corresponding lease liability are recognized on the balance sheet starting from the date on which the leased asset becomes available to the Group. Lease payments are recognized as repayments of lease liabilities, and the related interest is recognized as an expense. Right-of-use assets are depreciated during their useful lives or in accordance with the lease period, whichever is shorter. The estimated useful lives of right-of-use assets are determined based on the same principles as those applied to owned properties and equipment. In addition, any impairment losses and adjustments resulting from the remeasurement of lease liabilities affect the carrying amount of right-of-use assets.

Lease liabilities are recognized at the present value of future lease payments using the incremental borrowing rate as the discount rate so that the value of the right-of-use asset corresponds to the amount of the lease liability at the commencement date. Lease liabilities are measured using the effective interest rate method. Lease liabilities are remeasured when future lease payments change due to an index or interest rate change, when the estimate of the payable residual value guarantee changes, or when the assessment regarding the exercise of an extension or termination option changes. When a lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or, if the asset's carrying amount has been reduced to zero, the impact is recognized through profit or loss.

The Group applies exemptions for short-term leases of 12 months or less and for low-value assets of EUR 5,000 or less. Expenses related to short-term and low-value leases are recognized as other operating expenses on a straight-line basis over the lease term.

#### ITEMS RECOGNIZED IN THE INCOME STATEMENT

| EUR 1,000                           | 2025         | 2024         |
|-------------------------------------|--------------|--------------|
| Depreciation on right-of-use assets |              |              |
| Buildings                           | 995          | 1,166        |
| Machinery and equipment             | 43           | 102          |
| <b>Total</b>                        | <b>1,038</b> | <b>1,268</b> |

#### ITEMS RECOGNIZED ON THE BALANCE SHEET

| EUR 1,000                            | Buildings    | Machinery and equipment | Total        |
|--------------------------------------|--------------|-------------------------|--------------|
| <b>Dec 31, 2025</b>                  |              |                         |              |
| Carrying amount, Jan 1, 2025         | 2,747        | 159                     | 2,906        |
| Increase                             | 6,100        | 79                      | 6,179        |
| Transfers between items              |              |                         |              |
| Decrease                             | -952         | 0                       | -952         |
| Depreciation and impairment          | -995         | -43                     | -1,038       |
| <b>Carrying amount, Dec 31, 2025</b> | <b>6,899</b> | <b>195</b>              | <b>7,095</b> |

|   |              |            |              |
|---|--------------|------------|--------------|
| <b>Dec 31, 2025</b>                     |              |            |              |
| Acquisition cost                        | 11,602       | 550        | 12,153       |
| Accumulated depreciation and impairment | -4,703       | -355       | -5,058       |
| <b>Carrying amount, Dec 31, 2025</b>    | <b>6,899</b> | <b>195</b> | <b>7,095</b> |

|   |              |            |              |
|---|--------------|------------|--------------|
| <b>Dec 31, 2024</b>   |              |            |              |
| Carrying amount, Jan 1, 2024                                    | 4,115        | 60         | 4,175        |
| Increase  | 50           | 201        | 251          |
| Transfers between items; assets related to assets held for sale | -252         | 0          | -252         |
| Depreciation and impairment                                     | -1,166       | -102       | -1,268       |
| <b>Carrying amount, Dec 31, 2024</b>                            | <b>2,747</b> | <b>159</b> | <b>2,906</b> |

|   |              |            |              |
|---|--------------|------------|--------------|
| <b>Dec 31, 2024</b>                     |              |            |              |
| Acquisition cost                        | 6,454        | 471        | 6,926        |
| Accumulated depreciation and impairment | -3,708       | -312       | -4,020       |
| <b>Carrying amount, Dec 31, 2024</b>    | <b>2,747</b> | <b>159</b> | <b>2,906</b> |

### 3.4. INVENTORIES

#### Accounting principles

Proventia's inventories consist of finished products, the components and spare parts required for making products, work in progress and raw materials.

Inventories are measured at the lower of acquisition cost and selling price. Acquisition costs include purchasing expenses, production costs and other expenses arising from setting inventories in their current condition. In addition, acquisition costs consist of indirect costs, including production-related depreciation, maintenance costs and equipment, which remain relatively unchanged regardless of the production volume. Purchasing expenses include the purchase price, transportation costs and other costs directly attributable to the acquisition of services.

Inventories are measured at the average purchase price. The impairment of inventories is assessed regularly. A percentage-based impairment provision is recognized for individual inventory items that have remained in stock for a long time.

| EUR 1,000                  | Dec 31, 2025 | Dec 31, 2024 |
|----------------------------|--------------|--------------|
| Substances and supplies    | 4,874        | 4,093        |
| Work in progress           | 907          | 941          |
| Finished products          | 1,904        | 1,866        |
| Prepayments on inventories | 419          | 176          |
| <b>Total</b>               | <b>8,103</b> | <b>7,075</b> |

### 3.5. SALES AND OTHER CURRENT RECEIVABLES

#### Accounting principles

Sales and other current receivables consist of sales receivables, other current receivables, contract assets and accrued income. Sales and other receivables arise from typical business-related transactions and are non-interest-bearing. The payment term of sales receivables is typically 14-60 days. Sales receivables result from the sale of products or services in normal business operations. Sales receivables are recognized at the original fair value on the transaction date. Other receivables are recognized at original cost and typically include tax receivables and other short-term accruals that are not classified as financial instruments. Contract assets include revenue recognized from incomplete sales projects to be recognized as income over time, netted with project-specific liabilities based on a contract.

| EUR 1,000         | Dec 31, 2025 | Dec 31, 2024 |
|-------------------|--------------|--------------|
| Sales receivables | 4,898        | 4,969        |
| Other receivables | 689          | 719          |
| Contract assets   | 949          | 295          |
| Accrued income    | 1,307        | 761          |
| <b>Total</b>      | <b>7,843</b> | <b>6,744</b> |

Proventia recognizes a deductible item from sales receivables for expected credit losses in accordance with IFRS 9. The Group's sales receivables do not include any significant financing component. The Group uses a provision matrix to determine expected credit losses from sales receivables. The provision matrix is based on the rate of previously identified neglect during the validity of sales receivables and has been adjusted with future estimates. Any changes in the parameters of the provision matrix are analysed and updated on each reporting date. The deductible item is presented under sales receivables on the balance sheet. Changes in credit losses from uncertain receivables are presented under operating expenses in the income statement.

#### SALES RECEIVABLES

| EUR 1,000              | Dec 31, 2025 | Dec 31, 2024 |
|------------------------|--------------|--------------|
| Sales receivables      | 4,919        | 5,034        |
| Expected credit losses | -21          | -65          |
| <b>Total</b>           | <b>4,898</b> | <b>4,969</b> |

Conditions related to receivables from related party transactions are available in Note [5.2](#).

### 3.6. TRADE PAYABLES AND OTHER CURRENT LIABILITIES

#### Accounting principles

Trade payables and other liabilities consist of liabilities associated with regular business operations, including purchases, personnel expenses, tax debt and deferred income. Other current liabilities also include contract liabilities. Contract liabilities include prepayments for incomplete projects to be recognized as income over time, netted with project-specific asset items based on a contract, as well as prepayments for warranty and maintenance agreements and other advances received.

Liabilities are recognized at acquisition cost or amortized cost. Proventia's deferred income includes expenses that have not yet been invoiced. Trade payables usually fall due in 30-90 days.

| EUR 1,000                 | Dec 31, 2025 | Dec 31, 2024 |
|---------------------------|--------------|--------------|
| Financial liabilities     | 0            | 150          |
| Lease liabilities         | 1,151        | 1,047        |
| Trade payables            | 3,355        | 1,839        |
| Other current liabilities | 1,014        | 554          |
| Contract liabilities      | 1,907        | 1,791        |
| Deferred income           | 2,385        | 1,170        |
| <b>Total</b>              | <b>9,812</b> | <b>6,550</b> |

### 3.7. PROVISIONS

#### Accounting principles

Provisions are recognized when the Group has a legal or actual obligation as a result of a previous transaction, the fulfillment of a payment obligation is probable, and the amount of the obligation can be estimated reliably. The amount recognized as a provision is the present value of the expenses that the fulfillment of the obligation is expected to require at the close of the reporting period, in accordance with management's best estimate.

Proventia recognizes provisions for sales subject to warranties. A percentage-based warranty provision is calculated for net sales of products subject to warranties. The warranty period is one year under Proventia's general warranty terms and two to four years under special warranty terms. The warranty provision remains on the balance sheet throughout the warranty period and is reversed during the reporting period in which the warranty expires. The amount of the warranty provision is determined based on historical knowledge from realized warranty expenses. The percentage is estimated by comparing actual warranty expenses with net sales subject to warranties. Warranty provisions require judgments, and provisions are reviewed regularly and adjusted to reflect the best estimate as of the reporting date, if necessary. Actual realized costs may differ from estimates.

Proventia recognizes a provision for onerous (loss-generating) contracts when the necessary costs required to fulfill contractual obligations exceed the benefits obtained from the contract. Loss provisions are reduced in proportion to the recognition of income from onerous contracts.

| EUR 1,000                         | Dec 31, 2025 | Dec 31, 2024 |
|-----------------------------------|--------------|--------------|
| Warranty provisions               | 480          | 430          |
| Provisions from onerous contracts | 2            | 39           |
| Restructuring provision           | 952          | 0            |
| <b>Total</b>                      | <b>1,434</b> | <b>469</b>   |

#### Restructuring provision

##### Background to the restructuring provision

In December 2024, Proventia decided to separate the Test Solutions business from the Company's core operations and initiated measures to sell the business. The operations subject to the sale were classified as assets held for sale and reported as discontinued operations in the 2024 financial statements.

During the 2025 financial year, the Company decided to initiate a restructuring of its operations and to discontinue the Test Solutions business by the end of 2025. The restructuring plan related to the reorganisation of operations and the discontinuation of the Test Solutions business has been approved by the Board of Directors, and its key elements were communicated to the personnel during the financial year.

### Recognition criteria (IAS 37)

A restructuring provision has been recognised as the Group has incurred a constructive obligation in accordance with IAS 37.72. The obligation arises because:

- the Group has prepared a detailed formal restructuring plan; and
- the restructuring has been communicated to those affected, including employees and contractual counterparties, thereby creating a valid expectation that the restructuring will be carried out.

The provision includes only expenditures that arise directly from the restructuring and that are not associated with the Group's ongoing activities. The provision does not include costs related to retraining or relocating staff, future operating losses, or other expenditures that do not relate directly to settling the present obligation.

### Discounting

The provision has not been discounted, as the expected timing of the outflows is mainly within one to two years, and the effect of the time value of money was not considered material.

### CHANGES IN THE RESTRUCTURING PROVISION DURING THE FINANCIAL YEAR

| EUR 1,000  | Dec 31, 2025 |
|--|--------------|
| Provision at the beginning of the financial year | 0            |
| Additions  | 952          |
| Provision at the end of the financial year       | 952          |

Additions to the provision relate mainly to the estimated remaining performance obligations associated with projects delivered to customers, costs arising from the restructuring of contracts, and potential customer claims, for which management has made its best estimate as at the end of the financial year.

### Nature and content of the provision

The amount of the provision is based on management's latest estimate of the expenditures required to settle the obligation. The provision includes:

- estimated costs related to the completion or transfer of ongoing projects to third parties;
- estimated costs required to bring previously agreed deliveries to an acceptable condition; and
- potential one-off compensation payments to contractual counterparties.

The estimates are based on a project-by-project analysis and are updated using the information available at the reporting date.

### Key sources of estimation uncertainty

The measurement of the provision involves uncertainty regarding the final amount of the related expenditures. The Company considers that cost risks are significantly affected by customers' own schedules, technical clarifications, and potential additional requirements. The amount of the provision is reviewed at each reporting date.

## 4. CAPITAL STRUCTURE AND FINANCIAL RISKS

### 4.1. SHAREHOLDERS' EQUITY

#### Accounting principles

Proventia's shareholders equity consists of its share capital, invested unrestricted equity reserve and retained earnings. In addition, shareholders' equity includes the result of accumulated depreciation difference less deferred tax liabilities.

On December 31, 2025, Proventia Group Corporation's registered share capital was EUR 1,090,281.04 and its total number of shares was 16,482,408. The company has one series of shares, and each share entitles its holder to one vote. The company's shares are registered in the book-entry system maintained by Euroclear Finland Oy.

According to the shareholder register on December 31, 2025, Head Invest Oy's holding of shares and votes in Proventia Group Corporation was 50.17%. Proventia Group is consolidated into Head Invest Oy's financial statements.

#### Invested unrestricted equity reserve

During the financial year 191,600 new shares have been subscribed with year 2016 options with share subscription price EUR 0.5 per share, i.e. total of EUR 95,800. The share subscriptions have been made in accordance with the terms and conditions of the option program approved by the Board of Directors on May 30, 2016 (based on authorization of the Annual General Meeting held on April 20, 2016 to the Board of Directors to decide on the issuance of shares and on the granting of special rights entitling to shares) and Finnish Companies Act. The shares were paid, and the subscription price was recognized in the company's invested unrestricted equity reserve. Of the shares subscribed for through options, 144,600 shares were registered with the Trade Register on 26 August 2025, while 47,000 shares remained unregistered at the end of the financial year.

During the financial year 16,665 new shares have been subscribed with year 2022 options with share subscription price EUR 2.64 per share, i.e. total of EUR 43,996. The share subscriptions have been made in accordance with the terms and conditions of the option program approved by the Board of Directors on June 2, 2022 (based on authorization of the Annual General Meeting held on March 31, 2022 to the Board of Directors to decide on the issuance of shares and on the granting of special rights entitling to shares) and Finnish Companies Act. The shares were paid, and the subscription price was recognized in the company's invested unrestricted equity reserve. The new shares had not yet been registered at the balance sheet date.

| Number of shares     | Total number of registered shares |
|----------------------|-----------------------------------|
| Jan 1, 2024          | 16,137,275                        |
| Directed share issue | 200,533                           |
| Dec 31, 2024         | 16,337,808                        |
| Directed share issue | 144,600                           |
| Dec 31, 2025         | 16,482,408                        |

#### Translation differences

Translation differences include those resulting from the conversion of the shareholders' equity of foreign subsidiaries on the acquisition date and figures consolidated on the reporting date. The change in translation differences is presented in the statement of comprehensive income.

### 4.2. FINANCIAL RISK MANAGEMENT

#### Accounting principles

In its business operations, Proventia is exposed to various financial risks including liquidity, credit, interest and currency risks. The Group follows a harmonized financial policy in its financial risk management. Proventia has set appropriate practices and procedures for financial risk management. Financial risks are identified, measured and managed in accordance with the financial policy. The Group aims to minimize financial risks whenever this is financially reasonable.

#### Liquidity risk

The purpose of financial risk management is to ensure that financial assets are sufficient for the needs of business operations and financing at all times. The Group's financial department is responsible for the operational monitoring and management of the liquidity risk, and it manages the sufficiency of financing based on a rolling forecast.

### Credit risk

Credit risk refers to the risk that the counterparty fails to meet its contractual obligations and thereby causes the company to suffer a financial loss. With regard to financing, Proventia considers all of its major counterparties to be reliable, as they represent significant and well-established financial institutions.

The credit risk related to sales receivables is managed by giving only normal payment times to customers. Before customers are approved, their creditworthiness is assessed. The company actively monitors the amounts of overdue receivables and decides on the necessary measures.

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument fluctuate due to changes in market interest rates. Proventia's exposure to interest rate fluctuations is related to its interest-bearing debt obligations with variable interest rates and the Group's interest-bearing investments.

The Group's bank loans consist of floating-rate loans. Its loans are tied to the Euribor rate, which exposes Proventia to the cash flow risk arising from floating-rate loans. To manage the interest rate risk, the company may tie up to 50% of the Group's loans to fixed-rate loans with maturities of two to five years. The parent company monitors the interest rate risk related to the loan portfolio and may change the interest rate maturity of its loans by means of forward contracts, interest rate options and interest rate swaps.

The Group invests in low-risk interest-bearing funds, which expose it to interest rate risk. Changes in the value of other financial assets measured at fair value through profit or loss affect the financial result for the period.

### Currency risk

The Group operates in international markets and can therefore be exposed to a currency risk arising from changes in exchange rates. Currently, the currency risk is specifically linked with the transaction and translation risk related to the GBP and CZK. Apart from that, nearly all of the Group's income and expenses are generated in euros. Currency risks are hedged against by means of forward contracts and currency options, if necessary. Derivatives are only used for hedging purposes.

The translation risk consists of net investments made in subsidiaries outside the eurozone. The Group's translation risks outside the eurozone concern investments made in its subsidiaries in the Czech Republic and the UK. The tables below present the Group's net investments in its subsidiaries.

| <b>EUR 1,000</b>             | <b>CZK</b> | <b>GBP</b> |
|------------------------------|------------|------------|
| Net investment, Dec 31, 2025 | 2,260      | 56         |

| <b>EUR 1,000</b>             | <b>CZK</b> | <b>GBP</b> |
|------------------------------|------------|------------|
| Net investment, Dec 31, 2024 | 477        | 59         |

The following tables present the results of the sensitivity analysis to calculate the impact of a 10% weakening or strengthening of the functional currencies of the Group companies against the euro on the Group's equity.

**IMPACT ON SHAREHOLDERS' EQUITY, DEC 31, 2025**

| EUR 1,000         | CZK  | GBP |
|-------------------|------|-----|
| Strengthening 10% | 226  | 6   |
| Weakening 10%     | -226 | -6  |

**IMPACT ON SHAREHOLDERS' EQUITY, DEC 31, 2024**

| EUR 1,000         | CZK | GBP |
|-------------------|-----|-----|
| Strengthening 10% | 48  | 6   |
| Weakening 10%     | -48 | -6  |

The transaction risk consists of foreign currency-denominated receivables and liabilities on the balance sheet. The tables below present the Group's transaction risk and the results of the sensitivity analysis to calculate the impact of foreign currencies on profit or loss if foreign currencies strengthened or weakened by 10% against the euro.

**THE GROUP'S TRANSACTION RISK, DEC 31, 2025**

| EUR 1,000                      | CZK | GBP |
|--------------------------------|-----|-----|
| Transaction risk, Dec 31, 2025 | 14  | 286 |

**THE GROUP'S TRANSACTION RISK, DEC 31, 2024**

| EUR 1,000                      | CZK | GBP |
|--------------------------------|-----|-----|
| Transaction risk, Dec 31, 2024 | 165 | 381 |

The tables below present the results of the sensitivity analysis to calculate the impact of foreign currencies on profit or loss before taxes, if foreign currencies strengthened or weakened by 10% against the euro.

**IMPACT ON PROFIT OR LOSS BEFORE TAXES, DEC 31, 2025**

| EUR 1,000         | CZK | GBP |
|-------------------|-----|-----|
| Strengthening 10% | 1   | 29  |
| Weakening 10%     | -1  | -29 |

**IMPACT ON PROFIT OR LOSS BEFORE TAXES, DEC 31, 2024**

| EUR 1,000         | CZK | GBP |
|-------------------|-----|-----|
| Strengthening 10% | 16  | 38  |
| Weakening 10%     | -16 | -38 |

## 4.3. FINANCIAL ASSETS AND LIABILITIES

### Accounting principles

A financial instrument is any agreement which establishes a financial asset item for a single company and simultaneously a financial liability or an equity instrument for another company.

### Financial assets

Financial assets significant for Proventia include sales and other receivables, as well as cash and cash equivalents. IFRS 9 defines that financial assets be measured at amortized cost, fair value through other items in the statement of comprehensive income or fair value through profit or loss. Proventia recognizes its financial assets as measured at amortized cost and at fair value through profit or loss.

Sales and other receivables are measured at amortized cost less any impairment losses. Proventia has applied the simplified approach set in IFRS 9 for expected credit losses to the measurement of sales receivables, according to which a deductible item is recognized for all sales receivables throughout the validity period on the basis of expected credit losses. Expected credit losses are recognized as expenses in other operating expenses. More information about expected credit losses is presented in [Note 3.5. Sales and other current receivables](#).

Short-term money market investments are classified as measured at fair value through profit or loss and are included in the balance sheet item “Other financial assets.”

Cash and cash equivalents consist of bank deposits, some of which are denominated in foreign currencies. Changes in the values of bank deposits denominated in foreign currencies result from the conversion of assets according to the exchange rate valid on the closing date. Exchange rate gains and losses are recognized in financial income and expenses through profit or loss. The company has a revolving credit facility of EUR 4.0 million, of which EUR 0.0 million was in use at the end of the reporting period.

### Financial liabilities

Financial liabilities significant for Proventia include bank loans, lease liabilities, trade payables and other non-interest-bearing liabilities. IFRS 9 defines that financial liabilities be measured at amortized cost, fair value through other items in the statement of comprehensive income or fair value through profit or loss. Proventia recognizes all of its financial liabilities at amortized cost.

Lease liabilities and trade payables are included in liabilities measured at amortized cost. Trade payables and other liabilities are recognized in current liabilities when they will be paid within 12 months of the closing date and if the company does not have any unconditional right to postpone their payment by at least 12 months from the close of the financial year. Lease liabilities are processed in accordance with IFRS 16.

As euro-denominated management fees for bank loans have been small, they have been recognized as expenses in conjunction with loan withdrawals.

| Dec 31, 2025<br>EUR 1,000                      | At fair value<br>through profit or<br>loss | At amortized cost | Carrying<br>amount | Fair value    |
|--|--|-------------------|--------------------|---------------|
| <b>Non-current financial assets</b>            |  |                   |                    |               |
| Other receivables                              |  | 50                | 50                 | 50            |
| <b>Total non-current financial assets</b>      |  | <b>50</b>         | <b>50</b>          | <b>50</b>     |
| <b>Current financial assets</b>                |  |                   |                    |               |
| Sales receivables                              |  | 4,898             | 4,898              | 4,898         |
| Other receivables                              |  | 689               | 689                | 689           |
| Other financial assets                         | 1,133                                      |                   | 1,133              | 1,133         |
| Cash and cash equivalents                      |  | 5,973             | 5,973              | 5,973         |
| <b>Total current financial assets</b>          | <b>1,133</b>                               | <b>11,560</b>     | <b>12,693</b>      | <b>12,693</b> |
| <b>Total financial assets</b>                  | <b>1,133</b>                               | <b>11,610</b>     | <b>12,742</b>      | <b>12,742</b> |
| <b>Non-current financial liabilities</b>       |  |                   |                    |               |
| Non-current lease liabilities                  |  | 6,022             | 6,022              | 6,022         |
| <b>Total non-current financial liabilities</b> |  | <b>6,022</b>      | <b>6,022</b>       | <b>6,022</b>  |
| <b>Current financial liabilities</b>           |  |                   |                    |               |
| Current lease liabilities                      |  | 1,151             | 1,151              | 1,151         |
| Trade payables                                 |  | 3,355             | 3,355              | 3,355         |
| Other non-interest-bearing liabilities         |  | 1,014             | 1,014              | 1,014         |
| <b>Total current financial liabilities</b>     |  | <b>5,520</b>      | <b>5,520</b>       | <b>5,520</b>  |
| <b>Financial liabilities, total</b>            |  | <b>11,543</b>     | <b>11,543</b>      | <b>11,543</b> |

| Dec 31, 2024<br>EUR 1,000                      | At fair value through<br>profit or loss | At amortized cost | Carrying amount | Fair value    |
|--|---|-------------------|-----------------|---------------|
| <b>Non-current financial assets</b>            |   |                   |                 |               |
| Other receivables                              |   | 3                 | 3               | 3             |
| <b>Total non-current financial assets</b>      |   | <b>3</b>          | <b>3</b>        | <b>3</b>      |
| <b>Current financial assets</b>                |   |                   |                 |               |
| Sales receivables                              |   | 4,969             | 4,969           | 4,969         |
| Other receivables                              |   | 719               | 719             | 719           |
| Other financial assets                         | 5,067                                   |                   | 5,067           | 5,067         |
| Cash and cash equivalents                      |   | 5,219             | 5,219           | 5,219         |
| <b>Total current financial assets</b>          | <b>5,067</b>                            | <b>10,907</b>     | <b>15,974</b>   | <b>15,974</b> |
| <b>Total financial assets</b>                  | <b>5,067</b>                            | <b>10,910</b>     | <b>15,977</b>   | <b>15,977</b> |
| <b>Non-current financial liabilities</b>       |   |                   |                 |               |
| Non-current lease liabilities                  |   | 1,958             | 1,958           | 1,958         |
| <b>Total non-current financial liabilities</b> |   | <b>1,958</b>      | <b>1,958</b>    | <b>1,958</b>  |
| <b>Current financial liabilities</b>           |   |                   |                 |               |
| Current financial liabilities                  |   | 150               | 150             | 150           |
| Current lease liabilities                      |   | 1,047             | 1,047           | 1,047         |
| Trade payables                                 |   | 1,839             | 1,839           | 1,839         |
| Other non-interest-bearing liabilities         |   | 554               | 554             | 554           |
| <b>Total current financial liabilities</b>     |   | <b>3,590</b>      | <b>3,590</b>    | <b>3,590</b>  |
| <b>Financial liabilities, total</b>            |   | <b>5,548</b>      | <b>5,548</b>    | <b>5,548</b>  |

## 5. OTHER NOTES

### 5.1. SHARE-BASED PAYMENTS

#### Accounting principles

The company has two option schemes, both of which are divided into three series. Each option entitles its holder to subscribe for one new share in the company. The company has a serious financial reason to issue option rights, because they are intended to be part of the company's incentive and engagement scheme for its key personnel. Option rights include regular conditions related to the validity of employment relationships and restrictions on transferability. In the FAS financial statements, expenses arising from option schemes were not recognized in the income statement. In accordance with the IFRS, the fair value of option rights must be recognized as expenses in the income statement during the vesting period of the option right.

Option rights are processed in accordance with IFRS 2 so that they are measured at fair value at the time of their issuance and recognized as expenses in the income statement (employee benefit expenses) as evenly sized items during their vesting period. The vesting period refers to the period during which all conditions set for the establishment of the relevant right must be met. It begins at the start of the scheme or when a person has obtained the option rights and ends when the share subscription period begins. Once the subscription period starts, the company cannot withdraw the options (except when an employment relationship is terminated or a person is dismissed on individual grounds). As a result, options are considered earned by the beginning of the subscription period.

| Scheme                                 | Option scheme 2016D | Option scheme 2016E | Option scheme 2016F | Option scheme 2022G | Option scheme 2022H | Option scheme 2022I | Total     |
|--|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|-----------|
| Type                                   | Option              | Option              | Option              | Option              | Option              | Option              |           |
| Quantity                               | 112,201             | 319,732             | 369,734             | 71,656              | 86,671              | 86,674              | 1,046,668 |
| Subscription rights relative to shares | 1                   | 1                   | 1                   | 1                   | 1                   | 1                   |           |
| Original subscription price, EUR       | 0.5                 | 0.5                 | 0.5                 | 2.64                | 2.64                | 2.64                |           |
| Current subscription price, EUR        | 0.5                 | 0.5                 | 0.5                 | 2.64                | 2.64                | 2.64                |           |
| Issuance date                          | 31.8.2016           | 31.8.2016           | 31.8.2016           | 4.11.2022           | 4.11.2022           | 4.11.2022           |           |
| Start of the subscription period       | 28.2.2019           | 28.2.2020           | 28.2.2021           | 1.10.2025           | 1.10.2026           | 1.10.2027           |           |
| Expiry date                            | 28.2.2027           | 28.2.2028           | 28.2.2029           | 30.9.2027           | 30.9.2028           | 30.9.2029           |           |
|  |                     |                     |                     |                     |                     |                     |           |
| Changes during the period              | Option scheme 2016D | Option scheme 2016E | Option scheme 2016F | Option scheme 2022G | Option scheme 2022H | Option scheme 2022I | Total     |
| Quantity, Jan 1, 2024                  | 397,934             | 397,932             | 397,934             | 76,655              | 76,671              | 76,674              | 1,423,800 |
| Share subscription                     | -200,533            |                     |                     |                     |                     |                     | -200,533  |
| Issued                                 |                     |                     |                     | 23,332              | 23,334              | 23,334              | 70,000    |
| Quantity, Dec 31, 2024                 | 197,401             | 397,932             | 397,934             | 99,987              | 100,005             | 100,008             | 1,293,267 |
|  |                     |                     |                     |                     |                     |                     |           |
| Quantity, Jan 1, 2025                  | 197,401             | 397,932             | 397,934             | 99,987              | 100,005             | 100,008             | 1,293,267 |
| Share subscription                     | -85,200             | -78,200             | -28,200             | -16,665             |                     |                     | -208,265  |
| Issued                                 |                     |                     |                     |                     |                     |                     | 0         |
| Expired                                |                     |                     |                     | -11,666             | -13,334             | -13,334             | -38,334   |
| Quantity, Dec 31, 2025                 | 112,201             | 319,732             | 369,734             | 71,656              | 86,671              | 86,674              | 1,046,668 |

## 5.2. RELATED PARTY TRANSACTIONS

### Accounting principles

Parties are considered related if one party can exercise control, significant influence, or joint control over the other party in decision-making regarding its finances or business operations.

Proventia's related parties include its subsidiaries and the parent company Head Invest Oy, as well as its subsidiaries other than the Proventia Group companies (Proventia Oy, Proventia Czech s.r.o., and Proventia UK). Related parties also include members of Proventia Group's Board of Directors and the Management Team, the CEO, the family members of these individuals, and companies they control.

In addition, Proventia's related parties include the members of Head Invest Oy's Board of Directors, their immediate family members, and companies they control. Business transactions between Proventia and the Head Invest Group are presented as related party transactions, including purchases of administrative services and facility leases from Head Invest Oy. Proventia has leased its facilities in Oulunsalo from Head Invest Oy until 2035. Related party transactions have been carried out on typical market terms. The following disclosures are presented in the notes as required by IAS 24:

- Board members' salaries and fees
- CEO's and Management Team members' salaries and fees
- Related party transactions (rents and administrative service fees paid to Head Invest Oy)
- Sales and other receivables from related parties
- Lease and other liabilities to related parties

### BOARD MEMBERS' SALARIES AND FEES

| EUR 1,000                        | 2025       | 2024       |
|----------------------------------|------------|------------|
| Board members' salaries and fees | 252        | 225        |
| <b>Total</b>                     | <b>252</b> | <b>225</b> |

### CEO'S AND MANAGEMENT TEAM MEMBERS' SALARIES AND FEES

| EUR 1,000                              | 2025         | 2024         |
|--|--------------|--------------|
| Salaries and other short-term benefits | 1,222        | 1,292        |
| Share-based payments                   | 33           | 37           |
| <b>Total</b>                           | <b>1,255</b> | <b>1,329</b> |

## RELATED PARTY TRANSACTIONS

| EUR 1,000  | 2025 | 2024 |
|--|------|------|
| <b>Sales of products and services to Head Invest Group companies and purchases from them</b> |      |      |
| Products and services sold   | 0    | 0    |
| Products and services purchased  | -70  | -62  |
| Facility rents   | -353 | -351 |
| <b>Sales of products and services to other related parties and purchases from them</b>       |      |      |
| Products and services purchased  | -10  | 0    |

| EUR 1,000   | Dec 31, 2025 | Dec 31, 2024 |
|---|--------------|--------------|
| <b>Open balances with Head Invest Group companies</b> |              |              |
| Lease liabilities                                     | 5,021        | 969          |
| <b>Total non-current liabilities</b>                  | <b>5,021</b> | <b>969</b>   |
| Lease liabilities                                     | 461          | 332          |
| Trade payables  | -9           | -7           |
| <b>Total current liabilities</b>                      | <b>451</b>   | <b>325</b>   |

### 5.3. GUARANTEES AND CONTINGENT LIABILITIES

Proventia Group's liabilities consist of business mortgages, a revolving credit facility, bank guarantees and debts with mortgages or pledges as securities.

#### PLEDGES AND CONTINGENT LIABILITIES

| EUR 1,000  | 2025   | 2024   |
|--|--------|--------|
| Securities and mortgages for own liabilities                             |        |        |
| Business mortgages   | 13,300 | 13,300 |
| Revolving credit facilities  |        |        |
| Total amount of granted credit facilities                                | 4,000  | 4,000  |
| In use   | 0      | 0      |
| Liabilities for which mortgages or pledges have been given as securities |        |        |
| Loans from financial institutions  | 0      | 150    |
| Total  | 0      | 150    |

### 5.4. GROUP STRUCTURE

These consolidated financial statements comprise the parent company and its subsidiaries. Subsidiaries are companies in which Proventia Group Corporation exercises control and in which it holds more than 50% of votes directly or indirectly, or in which it otherwise exercises actual control.

On December 31, 2025, the Group had the following subsidiaries:

| Parent company              | Country of registration | Group's holding (%) |
|-----------------------------|-------------------------|---------------------|
| Proventia Group Corporation | Finland                 |                     |
| <b>Subsidiaries</b>         |                         |                     |
| Proventia Oy                | Finland                 | 100                 |
| Proventia Czech s.r.o.      | Czech Republic          | 100                 |
| Proventia UK Limited        | UK                      | 100                 |

The consolidated financial statements include all of the Group companies. All intra-Group transactions, receivables and liabilities, as well as internal margins on inventories and fixed assets, are eliminated when preparing the consolidated financial statements.

### 5.5. KEY EVENTS AFTER THE CLOSING DATE

At its meeting held on 2 February 2026, the Company's Board of Directors approved the subscriptions for new shares (63,665 shares) in accordance with the terms and conditions of the Company's option programme and resolved to register the shares with the Trade Register. After the registration of the new shares, the total number of shares in Proventia Group Corporation will be 16,546,073.

# PARENT COMPANY'S FINANCIAL STATEMENTS (FAS)

## PARENT COMPANY'S INCOME STATEMENT

| Sums in EUR                                   | Note | Jan 1, 2025 – Dec 31, 2025 | Jan 1, 2024 – Dec 31, 2024 |
|---|------|----------------------------|----------------------------|
| Net sales                                     | 1    | 3,298,835                  | 3,124,476                  |
| Other operating income                        |      | 0                          | 0                          |
| Materials and services                        |      | 0                          | 0                          |
| Personnel expenses                            | 2    | -1,422,808                 | -1,111,191                 |
| Depreciation and impairment                   | 3    | -177,608                   | -135,758                   |
| Other operating expenses                      | 4    | -1,812,029                 | -1,902,821                 |
| <b>Operating loss</b>                         |      | <b>-113,611</b>            | <b>-25,294</b>             |
| Financial income and expenses                 | 5    | 129,642                    | 12,651,834                 |
| <b>Profit before appropriations and taxes</b> |      | <b>16,032</b>              | <b>12,626,539</b>          |
| Income tax                                    | 6    | -2,688                     | -4,479                     |
| <b>Profit for the period</b>                  |      | <b>13,344</b>              | <b>12,622,060</b>          |

## PARENT COMPANY'S BALANCE SHEET

| Sums in EUR                          | Note | Dec 31, 2025      | Dec 31, 2024      |
|--------------------------------------|------|-------------------|-------------------|
| <b>ASSETS</b>                        |      |                   |                   |
| <b>Non-current assets</b>            |      |                   |                   |
| Intangible assets                    | 7    | 583,053           | 578,243           |
| Tangible assets                      | 7    | 30,079            | 52,925            |
| Investments                          | 8    | 5,421,157         | 5,421,157         |
| <b>Non-current assets, total</b>     |      | <b>6,034,290</b>  | <b>6,052,325</b>  |
| <b>Current assets</b>                |      |                   |                   |
| Non-current receivables              |      |                   |                   |
| Loan receivables                     | 9    | 3,500,000         | 3,500,000         |
| Other receivables                    |      | 176,318           | 132,568           |
| Non-current receivables, total       |      | 3,676,318         | 3,632,568         |
| Current receivables                  |      |                   |                   |
| Sales receivables                    | 10   | 509,590           | 155,485           |
| Other receivables and accrued income |      | 9,342,989         | 9,824,061         |
| Current receivables, total           |      | 9,852,579         | 9,979,546         |
| Financial securities                 |      | 1,086,018         | 5,000,000         |
| Cash and cash equivalents            |      | 904,566           | 1,499,190         |
| <b>Current assets, total</b>         |      | <b>15,519,482</b> | <b>20,111,304</b> |
| <b>TOTAL ASSETS</b>                  |      | <b>21,553,772</b> | <b>26,163,630</b> |

| Sums in EUR                          | Note | Dec 31, 2025      | Dec 31, 2024      |
|--------------------------------------|------|-------------------|-------------------|
| <b>LIABILITIES</b>                   |      |                   |                   |
| <b>Shareholders' equity</b>          |      |                   |                   |
| Share capital                        | 11   | 1,090,281         | 1,090,281         |
| Invested unrestricted equity reserve |      | 2,615,785         | 7,377,332         |
| Retained earnings                    |      | 17,304,644        | 4,682,584         |
| Profit for the year                  |      | 13,344            | 12,622,060        |
| <b>Shareholders' equity, total</b>   |      | <b>21,024,054</b> | <b>25,772,257</b> |
| <b>Debt</b>                          |      |                   |                   |
| Current debt                         |      |                   |                   |
| Trade payables                       | 12   | 158,039           | 122,110           |
| Other payables and deferred income   |      | 371,679           | 269,262           |
| Current debt, total                  |      | 529,718           | 391,372           |
| <b>Debt, total</b>                   |      | <b>529,718</b>    | <b>391,372</b>    |
| <b>TOTAL LIABILITIES</b>             |      | <b>21,553,772</b> | <b>26,163,630</b> |

## PARENT COMPANY'S CASH FLOW STATEMENT

| Sums in EUR   | 2025       | 2024        |
|---|------------|-------------|
| <b>Cash flow from operating activities:</b>                           |            |             |
| Profit (loss) before taxes  | 16,032     | 12,626,539  |
| Adjustments:  |            |             |
| Planned depreciation  | 177,608    | 135,758     |
| Financial income and expenses   | -129,642   | -12,651,834 |
| Cash flow before changes in working capital                           | 63,998     | 110,464     |
| Changes in working capital  |            |             |
| Changes in current non-interest-bearing trade receivables             | 83,217     | -5,292,590  |
| Changes in current non-interest-bearing liabilities                   | 138,345    | -101,249    |
| Interest paid and payments on other operating financial expenses      | 129,642    | 7,122,203   |
| Cash flow from operating activities (A)                               | 412,515    | 1,834,348   |
| <b>Cash flow from investing activities:</b>                           |            |             |
| Investments in tangible and intangible assets                         | -159,573   | -445,323    |
| Dividends received from investments                                   | 0          | 5,529,631   |
| Cash flow from investing activities (B)                               | -159,573   | 5,084,308   |
| <b>Cash flow from financing activities:</b>                           |            |             |
| Share issue   | 139,796    | 100,267     |
| Dividends paid and other distribution of profit                       | -4,901,342 | -1,452,355  |
| Cash flow from financing activities (C)                               | -4,761,547 | -1,352,088  |
| Changes in cash and cash equivalents (increase +, decrease -) (A+B+C) | -4,508,605 | 5,566,567   |
| Cash and cash equivalents at the beginning of the period              | 6,499,190  | 932,622     |
| Cash and cash equivalents at the end of the period                    | 1,990,585  | 6,499,190   |

# PARENT COMPANY'S ACCOUNTING PRINCIPLES

Proventia Group Corporation's financial statements have been prepared in accordance with the Finnish Accounting Act (FAS).

## Net sales

The parent company's net sales consist of administrative service fees. Income from services is recognized in the financial year during which the service is performed.

## Valuation of non-current assets

Non-current assets are recognized on the balance sheet at acquisition cost less depreciation according to plan. Depreciation according to plan is calculated as straight-line depreciation based on useful lives. Depreciation is recognized as of the month immediately following the acquisition month, or as of the month of implementation, depending on which comes later.

## Depreciation periods:

|                                |  |
|--------------------------------|--|
| Intellectual property rights   | Straight-line depreciation, 5 years    |
| Capitalized long-term expenses | Straight-line depreciation, 5–10 years |
| Machinery and equipment        | Straight-line depreciation, 5–10 years |

## Items denominated in foreign currencies

Business transactions denominated in foreign currencies are converted into euros using the exchange rate of the transaction date. Receivables and liabilities denominated in foreign currencies are converted into euros using the exchange rate of the closing date.

## NOTES TO THE PARENT COMPANY'S FINANCIAL STATEMENTS

| <b>1. Net sales by business area</b> | <b>2025</b>      | <b>2024</b>      |
|--------------------------------------|------------------|------------------|
| Other net sales                      | 3,298,835        | 3,124,476        |
| <b>Total</b>                         | <b>3,298,835</b> | <b>3,124,476</b> |

| <b>2. Number of employees and personnel expenses</b> | <b>2025</b> | <b>2024</b> |
|--|-------------|-------------|
| Average number for the period                        | 14          | 14          |
| Number of employees at the end of the period         | 15          | 15          |

| <b>Breakdown of personnel expenses</b> |                  |                  |
|--|------------------|------------------|
| Salaries and fees                      | 1,236,724        | 948,373          |
| Pension expenses                       | 163,492          | 150,137          |
| Other statutory indirect expenses      | 22,593           | 12,681           |
| <b>Total</b>                           | <b>1,422,808</b> | <b>1,111,191</b> |

| <b>3. Depreciation and impairment</b>   | <b>2025</b>    | <b>2024</b>    |
|---|----------------|----------------|
| Intellectual property rights            | 157,082        | 112,674        |
| Other capitalized long-term expenditure | 12,672         | 15,406         |
| Machinery and equipment                 | 7,854          | 7,677          |
| <b>Total</b>                            | <b>177,608</b> | <b>135,758</b> |

| <b>4. Other operating expenses</b>                        | <b>2025</b>      | <b>2024</b>      |
|---|------------------|------------------|
| Facility expenses   | 363,164          | 356,623          |
| Maintenance, IT, device and equipment expenses            | 784,842          | 764,002          |
| Travel expenses   | 35,278           | 14,849           |
| Sales and marketing expenses                              | 52,791           | 52,916           |
| Administrative services and other administrative expenses | 327,753          | 435,799          |
| Other expense items                                       | 248,200          | 278,632          |
| <b>Total</b>  | <b>1,812,029</b> | <b>1,902,821</b> |

| <b>5. Financial income and expenses</b>    | <b>2025</b>    | <b>2024</b>       |
|--|----------------|-------------------|
| <b>Dividend income</b>                     |                |                   |
| From Group companies                       | 0              | 12,579,728        |
| From others                                | 0              | 26,000            |
| <b>Other interest and financial income</b> |                |                   |
| From Group companies                       | 43,750         | 43,870            |
| From others                                | 86,018         | 2,345             |
| <b>Financial income, total</b>             | <b>129,768</b> | <b>12,651,943</b> |

|  |                |                   |
|--|----------------|-------------------|
| <b>Interest and other financial expenses</b> |                |                   |
| To others                                    | -126           | -110              |
| <b>Financial expenses, total</b>             | <b>-126</b>    | <b>-110</b>       |
| <b>Financial income and expenses, total</b>  | <b>129,642</b> | <b>12,651,834</b> |

| <b>6. Income tax</b> | <b>2025</b>  | <b>2024</b>  |
|----------------------|--------------|--------------|
| Income tax           | 2,688        | 4,479        |
| <b>Total</b>         | <b>2,688</b> | <b>4,479</b> |

| <b>7. Changes in non-current assets</b>    | <b>2025</b> | <b>2024</b> |
|--|-------------|-------------|
| <b>Intellectual property rights</b>        |             |             |
| Acquisition cost, Jan 1                    | 1,576,376   | 1,148,553   |
| Increase                                   | 73,146      | 427,823     |
| Acquisition cost, Dec 31                   | 1,649,522   | 1,576,376   |
| Accumulated depreciation according to plan | -1,011,825  | -899,151    |
| Depreciation for the period                | -157,082    | -112,674    |
| Carrying amount, Dec 31                    | 480,614     | 564,550     |

| <b>Other capitalized long-term expenditure</b> |                |                |
|--|----------------|----------------|
| Acquisition cost, Jan 1                        | 86,772         | 86,772         |
| Increase                                       | 101,419        | 0              |
| Acquisition cost, Dec 31                       | 188,191        | 86,772         |
| Accumulated depreciation according to plan     | -73,079        | -57,673        |
| Depreciation for the period                    | -12,672        | -15,406        |
| Carrying amount, Dec 31                        | 102,439        | 13,693         |
| <b>Intangible assets, total</b>                | <b>583,053</b> | <b>578,243</b> |

| <b>Machinery and equipment</b>             | <b>2025</b> | <b>2024</b> |
|--|-------------|-------------|
| Acquisition cost, Jan 1                    | 226,114     | 226,114     |
| Increase                                   | 19,898      | 0           |
| Acquisition cost, Dec 31                   | 246,012     | 226,114     |
| Accumulated depreciation according to plan | -208,079    | -200,402    |
| Depreciation for the period                | -7,854      | -7,677      |
| Carrying amount, Dec 31                    | 30,079      | 18,035      |

#### **Prepayments for tangible assets**

|                         |         |        |
|-------------------------|---------|--------|
| Acquisition cost, Jan 1 | 34,890  | 17,390 |
| Increase                | 0       | 17,500 |
| Decrease                | -34,890 | 0      |
| Carrying amount, Dec 31 | 0       | 34,890 |

**Tangible assets, total** **30,079** **52,925**

#### **8. Investment**

##### **Shares and holdings in Group companies**

|                            | <b>2025</b> | <b>2024</b> |
|----------------------------|-------------|-------------|
| Acquisition cost, Jan 1    | 5,421,157   | 5,421,157   |
| Acquisition cost, Dec 31   | 5,421,157   | 5,421,157   |
| Shares and holdings, total | 5,421,157   | 5,421,157   |

**Investments, total** **5,421,157** **5,421,157**

##### **Holdings in other companies**

|   | <b>2025</b> | <b>2024</b> |
|---|-------------|-------------|
| Group companies   |             |             |
| Proventia Oy, Oulu, Finland   | 100%        | 100%        |
| Proventia Czech s.r.o., Brno, the Czech Republic (ownership through Proventia Oy) | 100%        | 100%        |
| Proventia UK Limited, Milton Keynes, UK (ownership through Proventia Oy)          | 100%        | 100%        |
| Other shares held by the parent company   |             |             |
| Optatech Oy   | 15.26%      | 15.26%      |

| <b>9. Non-current receivables</b>      | <b>2025</b>      | <b>2024</b>      |
|--|------------------|------------------|
| <b>Non-current receivables</b>         |                  |                  |
| Loan receivables from Group companies  | 3,500,000        | 3,500,000        |
| Other receivables from Group companies | 176,318          | 132,568          |
| <b>Non-current receivables, total</b>  | <b>3,676,318</b> | <b>3,632,568</b> |

#### **10. Current receivables**

| <b>Sales receivables</b> | <b>2025</b> | <b>2024</b> |
|--------------------------|-------------|-------------|
| From Group companies     | 509,590     | 155,485     |
| Total                    | 509,590     | 155,485     |

| <b>Other receivables</b> | <b>2025</b> | <b>2024</b> |
|--------------------------|-------------|-------------|
| From Group companies     | 8,682,696   | 9,182,696   |
| Total                    | 8,682,696   | 9,182,696   |

| <b>Accrued income</b> | <b>2025</b> | <b>2024</b> |
|-----------------------|-------------|-------------|
| From Group companies  | 605,000     | 605,000     |
| From others           | 55,293      | 36,365      |
| Total                 | 660,293     | 641,365     |

**Current receivables, total** **9,852,579** **9,979,546**

| <b>11. Changes in shareholders' equity</b>                           | <b>2025</b> | <b>2024</b> |
|--|-------------|-------------|
| Share capital, Jan 1   | 1,090,281   | 1,090,281   |
| Share capital, Dec 31  | 1,090,281   | 1,090,281   |
| Invested unrestricted equity reserve, Jan 1                          | 7,377,332   | 7,277,066   |
| Distribution of assets from the invested unrestricted equity reserve | -4,901,342  | 0           |
| Share issue  | 139,796     | 100,267     |
| Invested unrestricted equity reserve, Dec 31                         | 2,615,785   | 7,377,332   |
| Retained earnings, Jan 1   | 17,304,644  | 6,134,939   |
| Dividend   | 0           | -1,452,355  |
| Retained earnings, Dec 31  | 17,304,644  | 4,682,584   |
| Profit for the period  | 13,344      | 12,622,060  |
| Earnings, Dec 31   | 17,317,988  | 17,304,644  |
| Unrestricted equity, Dec 31  | 19,933,773  | 24,681,976  |
| Shareholders' equity, total  | 21,024,054  | 25,772,257  |
| Distributable funds at the end of the period                         | 19,933,773  | 24,681,976  |

| <b>12. Current liabilities</b>   | <b>2025</b>    | <b>2024</b>    |
|----------------------------------|----------------|----------------|
| Trade payables                   |                |                |
| To others                        | 158,039        | 122,110        |
| Total                            | 158,039        | 122,110        |
| Other current liabilities        |                |                |
| To others                        | 127,258        | 98,027         |
| Total                            | 127,258        | 98,027         |
| Deferred income                  |                |                |
| To Group companies               | 266            | 266            |
| To others                        | 244,156        | 170,969        |
| Total                            | 244,421        | 171,235        |
| <b>Total current liabilities</b> | <b>529,718</b> | <b>391,372</b> |

| <b>13. Pledges and contingent liabilities</b>          | <b>2025</b>      | <b>2024</b>      |
|--|------------------|------------------|
| Securities and mortgages for subsidiaries' liabilities |                  |                  |
| Business mortgages                                     | 1,000,000        | 1,000,000        |
| Amounts to be paid on leasing agreements (incl. VAT)   |                  |                  |
| To be paid during the next financial year              | 198,576          | 235,151          |
| To be paid later                                       | 141,073          | 273,021          |
| <b>Total</b>   | <b>339,649</b>   | <b>508,172</b>   |
| Other contractual liabilities (incl. VAT)              |                  |                  |
| To be paid during the next financial year              | 825,708          | 475,222          |
| To be paid later                                       | 7,431,376        | 8,249,484        |
| <b>Total</b>   | <b>8,257,085</b> | <b>8,724,706</b> |

Other contractual liabilities consist of rental liabilities related to facilities.

# SIGNATURES TO THE FINANCIAL STATEMENTS

Oulu, 24 March 2026

**Harri Suutari**  
Chair of the Board

**Lauri Antila**  
Board member

**AUDITOR'S CONFIRMATION**  
An auditor's report has today been issued on the audit carried out

Oulu, 24 March 2026

**Kalle Kekkonen**  
Board member

**Johnny Pehkonen**  
Board member

Ernst & Young Oy  
Authorized Public Accountant Firm  
**Milla Karjalainen**  
APA

**Tommi Salunen**  
Board member

**Erja Sankari**  
Board member

**Gary Collar**  
Board member

**Jari Lotvonen**  
President and CEO

# AUDITOR'S REPORT TO THE ANNUAL GENERAL MEETING OF PROVENTIA GROUP OYJ

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of Proventia Group Oyj (business identity code 1612236-0) for the year ended 31 December, 2025. The financial statements comprise the consolidated balance sheet, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including material accounting policy information, as well as the parent company's balance sheet, income statement, statement of cash flows and notes.

In our opinion

- The consolidated financial statements give a true and fair view of the group's financial position, financial performance and cash flows in accordance with IFRS Accounting Standards as adopted by the EU.
- The financial statements give a true and fair view of the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements.

### Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU, and of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Managing Director are responsible for assessing the parent company's and the group's ability to continue as going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or cease operations, or there is no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance on whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with good auditing practice will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the parent company's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## OTHER REPORTING REQUIREMENTS

### Other information

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises the report of the Board of Directors.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. Our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the financial statements and the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

If, based on the work we have performed, we conclude that there is a material misstatement of the report of the Board of Directors, we are required to report that fact. We have nothing to report in this regard.

Oulu, 24 March 2026

Ernst & Young Oy  
Authorized Public Accountant Firm

Milla Karjalainen  
Authorized Public Accountant



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